

ADTRAN INC
Form 4
October 19, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNEIDER KEVIN W

(Last) (First) (Middle)

ADTRAN, 901 EXPLORER BLVD

(Street)

HUNTSVILLE, AL 35806

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADTRAN INC [ADTN]

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					15,798	D	
Common Stock					800	I	IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 22.17	10/18/2004		A	3,251	10/18/2005 ⁽¹⁾ 10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2004		A	9,749	10/18/2005 ⁽¹⁾ 10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7					07/11/1997 ⁽²⁾ 07/11/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽³⁾ 07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽¹⁾ 10/16/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999 09/17/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 12.69					07/16/1998 07/16/2007	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 ⁽¹⁾ 07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 15.88					06/06/1996 06/06/2005	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽¹⁾ 11/25/2013	Common Stock
Non-Qualified	\$ 8.7					07/11/1997 ⁽²⁾ 07/11/2006	Common

Remarks:

All option amounts and the shares of common stock held by the reporting person reflect an adjustment as a result of a two-for-

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