

ADTRAN INC
Form 4
August 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LOCKE P STEVEN

(Last) (First) (Middle)
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)
10/17/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/09/2006		M		7,844	A	\$ 12.75
Common Stock	08/09/2006		S		7,844	D	\$ 21.80
Common Stock	08/09/2006		M		2,156	A	\$ 12.75
Common Stock	08/09/2006		S		2,156	D	\$ 21.80

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 12.75	08/09/2006		M	7,844	07/23/2002 ⁽¹⁾	07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 30.04	10/17/2005		A	3,983	10/17/2006	10/17/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.75	08/09/2006		M	2,156	07/23/2002 ⁽¹⁾	07/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.04	10/17/2005		A	6,017	10/17/2006	10/17/2015	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)	\$ 22.17					10/18/2005 ⁽¹⁾	10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽¹⁾	11/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽¹⁾	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽¹⁾	11/25/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKE P STEVEN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President	

Signatures

By: Cathy Bartels For: P. Steven
Locke

08/09/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.