

ADTRAN INC
Form 4
October 28, 2013

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 *
IRELAND ROSS K

(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)
08/08/2013

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)

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 Indirect Ownership (Instr. 4)
Common Stock	10/08/2013		M	V	47.775	A	<u>(1)</u> 5,790.775
Common Stock	10/08/2013		D		4,141.775	D	<u>(2)</u> 1,696.775

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

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SEC 1474 (9-02)

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

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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)	8. Amount of Shares
Dividend Equivalent Rights	<u>(1)</u>	10/08/2013		M	47.775	<u>(1)</u> / <u>(1)</u>	Common Stock	4
Phantom Stock	<u>(3)</u> <u>(4)</u>	08/08/2013		A	12.682	<u>(5)</u> / <u>(5)</u>	Common Stock	1
Phantom Stock	<u>(3)</u>	10/08/2013		A	4,141.775	<u>(5)</u> / <u>(5)</u>	Common Stock	4,141.775

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRELAND ROSS K 901 EXPLORER BLVD. HUNTSVILLE, AL 35806		X		

Signatures

Gayle S. Ellis by Power of Attorney
10/28/2013

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) Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock

(2) Upon the vesting of the restricted stock that was granted to the reporting person on December 31, 2012, the reporting person deferred the receipt of 4094 shares of the Company's common stock and received instead 4094 shares of phantom stock pursuant to the Company's deferred compensation plan. Upon settlement of the dividend equivalent rights that accrued on the 4094 shares of restricted stock, the reporting person deferred the receipt of 47.775 shares of common stock and instead received an additional 47.775 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, the reporting person is reporting the disposition of 4141.775 shares of common stock in exchange for an equal number of shares of phantom stock.

(3) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.

(4) Pursuant to the Company's deferred compensation plan, shares of phantom stock accrued when and as dividends were paid on the Company's common stock.

(5) The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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