ADTRAN INC Form 4 October 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Linda Jones

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Middle)

(Zip)

ADTRAN INC [ADTN] 3. Date of Earliest Transaction

Director 10% Owner Officer (give title __X__ Other (specify

below)

(Check all applicable)

200 CLINTON AVENUE, SUITE

(Street)

(State)

(First)

805

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

10/08/2008

See Remarks below

Applicable Line)

mirrotive Committee Apprimed Disposed of an Depolicially O

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

HUNTSVILLE, AL 35801

(City)	(State)	(Zip) Tabl	le I - No	on-L	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities anor Disposed of (Instr. 3, 4 an	of (D) d 5)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
stock, \$.01 par value	10/08/2008		G	V	1,100,000	D	\$0	52,428	D	
Common stock, \$.01 par value	10/08/2008		G	V	1,100,000	A	\$ 0	1,100,000 (1)	I	by LJS GRAT October 2008 UAD 10/07/08 Mark Clay Smith

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		Trustee
Common Stock, \$.01 par value	1,596,372 <u>(1)</u> I	by LJS GRAT 2007-1 UAD 02/01/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	1,304,645 <u>(1)</u> I	by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	1,100,000 <u>(1)</u> I	by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	1,821,637 (1) I	by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee
Reminder: Report on a separate line for each class of securities benefi		ana 1 := :
	Persons who respond to the collection of information contained in this form are not	SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title a	ınd	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount	of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	s	(Instr. 5)	Bene
		Derivative			Securit				(Instr. 3 and 4)			Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
					G 1 17	(A) (D)	D.	Б	TT: 1 A			
					Code V	(A) (D)		Expiration				
							Exercisable	Date	or			
										umber		
									of			
									Sh	nares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Linda Jones 200 CLINTON AVENUE, SUITE 805 HUNTSVILLE, AL 35801

See Remarks below

Signatures

Mark Clay Smith, by power of attorney

10/09/2008

**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).

The reporting person is the settlor of the trust holding these securities. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Remarks:

Remarks:

The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock

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.

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