

ADTRAN INC

Form 4

October 28, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINDHAM DANNY J

(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)
10/26/2005

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 ____ Other (specify
below) below)

President & COO

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)
Common Stock	10/26/2005		S	1,500 D	\$ 30.75	47,318 D	

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

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information contained in this form are not
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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽¹⁾ 10/16/2012	Common Stock 9,52
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽¹⁾ 10/18/2014	Common Stock 4,51
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽¹⁾ 11/25/2013	Common Stock 3,09
Non-Qualified Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽²⁾ 07/12/2010	Common Stock 33,5
Non-Qualified Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽¹⁾ 10/16/2012	Common Stock 98,4
Non-Qualified Stock Option (right to buy)	\$ 12.75					07/23/2002 ⁽¹⁾ 07/23/2011	Common Stock 52,1
Non-Qualified Stock Option (right to buy)	\$ 18.03					07/15/2000 ⁽³⁾ 07/15/2009	Common Stock 20,0
Non-Qualified Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽¹⁾ 10/18/2014	Common Stock 35,4
Non-Qualified Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽¹⁾ 11/25/2013	Common Stock 31,9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WINDHAM DANNY J
ADTRAN
901 EXPLORER BLVD.
HUNTSVILLE, AL 35806

President & COO

Signatures

By: Cathy Bartels For: Danny J.
Windham

10/28/2005

__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.
- (2) The option vests as follows: 22,500 shares on 08/30/02; 11,249 shares on 07/12/03; 5,502 shares on 07/12/04.
- (3) The option vests in five (5) equal annual installments beginning on July 15, 2000.

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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