

ADTRAN INC  
Form 4  
August 12, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
STANTON THOMAS R

(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)  
08/11/2008

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)  
Chairman & CEO

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 or Price		
Common Stock	08/11/2008		M		9,771 A \$ 10.657	40,883	D
Common Stock	08/11/2008		S		9,771 D \$ 24	31,112	D
Common Stock	08/11/2008		M		2,129 A \$ 10.657	33,241	D
Common Stock	08/11/2008		S		2,129 D \$ 24.01	31,112	D
Common Stock	08/11/2008		M		4,408 A \$ 10.657	35,520	D

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Common Stock	08/11/2008	S	4,408	D	\$ 24.02	31,112	D
Common Stock	08/11/2008	M	3,763	A	\$ 10.657	34,875	D
Common Stock	08/11/2008	S	3,763	D	\$ 24.03	31,112	D
Common Stock	08/11/2008	M	5,445	A	\$ 10.657	36,557	D
Common Stock	08/11/2008	S	5,445	D	\$ 24.04	31,112	D
Common Stock	08/11/2008	M	1,051	A	\$ 10.657	32,163	D
Common Stock	08/11/2008	S	1,051	D	\$ 24.05	31,112	D
Common Stock	08/11/2008	M	13,200	A	\$ 10.657	44,312	D
Common Stock	08/11/2008	S	13,200	D	\$ 24.07	31,112	D
Common Stock	08/11/2008	M	7,274	A	\$ 10.657	38,386	D
Common Stock	08/11/2008	S	7,274	D	\$ 24.08	31,112	D
Common Stock	08/11/2008	M	100	A	\$ 10.657	31,212	D
Common Stock	08/11/2008	S	100	D	\$ 24.08	31,112	D
Common Stock	08/11/2008	M	100	A	\$ 10.657	31,212	D
Common Stock	08/11/2008	S	100	D	\$ 24.09	31,112	D
Common Stock	08/11/2008	M	14,645	A	\$ 10.657	45,757	D
Common Stock	08/11/2008	S	14,645	D	\$ 24.1	31,112	D
Common Stock	08/11/2008	M	2,430	A	\$ 10.657	33,542	D
Common Stock	08/11/2008	S	2,430	D	\$ 24.12	31,112	D
Common Stock	08/11/2008	M	5,000	A	\$ 10.657	36,112	D
	08/11/2008	S	5,000	D	\$ 24.2	31,112	D

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Common Stock								
Common Stock	08/11/2008		M	1,300	A	\$ 10.657	32,412	D
Common Stock	08/11/2008		S	1,300	D	\$ 24.06	31,112	D
Common Stock	08/11/2008		M	9,384	A	\$ 10.657	40,496	D
Common Stock	08/11/2008		F	4,149	D	\$ 24.1	36,347	D

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

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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)	Am or Num of S
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 10.66	08/11/2008		M	9,384	09/17/1999 09/17/2008	Common Stock	9,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008		M	9,771	09/17/1999 09/17/2008	Common Stock	9,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008		M	2,129	09/17/1999 09/17/2008	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008		M	4,408	09/17/1999 09/17/2008	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008		M	3,763	09/17/1999 09/17/2008	Common Stock	3,

Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	5,445	09/17/1999	09/17/2008	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	1,051	09/17/1999	09/17/2008	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	13,200	09/17/1999	09/17/2008	Common Stock	13,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	7,274	09/17/1999	09/17/2008	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	100	09/17/1999	09/17/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	100	09/17/1999	09/17/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	14,645	09/17/1999	09/17/2008	Common Stock	14,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	2,430	09/17/1999	09/17/2008	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	5,000	09/17/1999	09/17/2008	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 10.66	08/11/2008	M	1,300	09/17/1999	09/17/2008	Common Stock	1,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANTON THOMAS R 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X		Chairman & CEO	

## Signatures

By: Cathy Bartels For: Thomas R. Stanton  
08/12/2008

\*\*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).

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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