

ADTRAN INC

Form 4

November 06, 2006

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 *
MATTHEWS JAMES E

(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)

Sr. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title			
Incentive Stock Option (right to buy)	\$ 22.53	11/02/2006	A		4,439		11/02/2007	11/02/2016	Common Stock			
Incentive Stock Option (right to buy)	\$ 30.04	10/17/2005	A		3,889		10/17/2006	10/17/2015	Common Stock			
Non-Qualified Stock Option (right to buy)	\$ 22.53	11/02/2006	A		15,561		11/02/2007	11/02/2016	Common Stock			
Non-Qualified Stock Option (right to buy)	\$ 30.04	10/17/2005	A		11,111		10/17/2005	10/17/2015	Common Stock			
Incentive Stock Option (right to buy)	\$ 14.36						01/10/2003 ⁽¹⁾	01/10/2012	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)	\$ 10.5						10/16/2003 ⁽¹⁾	10/16/2012	Common Stock			
Non-Qualified Stock Option (right to buy)	\$ 14.36						01/10/2003 ⁽¹⁾	01/10/2012	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

MATTHEWS JAMES E
901 EXPLORER BLVD.
HUNTSVILLE, AL 35806

Sr. Vice President

Signatures

By: Cathy Bartels For: James E. Matthews

11/06/2006

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.