

Wilson James Denson Jr
 Form 4
 May 15, 2012

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 *
 Wilson James Denson Jr

2. Issuer Name and Ticker or Trading Symbol
 ADTRAN INC [ADTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 901 EXPLORER BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP and GM, Carrier Networks

HUNTSVILLE, AL 35806

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price			
Common Stock	05/11/2012		S		4,650	D		\$ 30.4515 (1)	0	D	
Common Stock	05/11/2012		M		5,250	A		\$ 15.29	5,250	D	
Common Stock	05/11/2012		S		5,250	D		\$ 30.5098 (1)	0	D	
Common Stock	05/11/2012		M		1,656	A		\$ 23.02	1,656	D	
	05/11/2012		S		1,656	D			0	D	

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Common Stock					\$				
					30.5098				
					<u>(1)</u>				
Common Stock	05/11/2012		M	562	A	\$ 22.53	562		D
Common Stock	05/11/2012		S	562	D	\$			
						30.5098	0		D
						<u>(1)</u>			
Common Stock							1,882.08 ⁽²⁾	I	by 401(k) Plan

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

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(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 (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 or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 15.29	05/11/2012		M	5,250	11/06/2009	11/06/2018	Common Stock	5,250
Non-Qualified Stock Option (Right to Buy)	\$ 23.02	05/11/2012		M	1,656	11/05/2008	11/05/2017	Common Stock	1,656
Non-Qualified Stock Option (Right to Buy)	\$ 22.53	05/11/2012		M	562	11/03/2007	11/03/2016	Common Stock	562

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wilson James Denson Jr
901 EXPLORER BLVD.
HUNTSVILLE, AL 35806

Sr VP and
GM, Carrier
Networks

Signatures

Gayle S. Ellis by Power of
Attorney

05/15/2012

__**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 shares were sold in multiple transactions at prices ranging from \$30.48 to \$30.56. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the issuer.
- (1) The reporting person holds 1882.08 shares of ADTN common stock under the ADTRAN, Inc. 401(k) plan. The information in this report is based on a plan statement as of March 31, 2011.
 - (2)

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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