ADTRAN INC Form 4 October 28, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

10% Owner

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * **IRELAND ROSS K** Symbol

(Middle)

(First)

(Street)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

ADTRAN INC [ADTN]

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

08/08/2013

Officer (give title Other (specify below)

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Person

_X__ Director

HUNTSVILLE, AL 35806

901 EXPLORER BLVD.

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4 an	of (D)	ed (A)	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)
Common Stock	10/08/2013		M	47.775	A	<u>(1)</u>	5,790.775	D	
Common Stock	10/08/2013		D	4,141.775	D	<u>(2)</u>	1,696.775	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of or 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Dividend Equivalent Rights	<u>(1)</u>	10/08/2013		M		47.775	<u>(1)</u>	<u>(1)</u>	Common Stock	4
Phantom Stock	(3) (4)	08/08/2013		A	12.682		(5)	(5)	Common Stock	1 1
Phantom Stock	<u>(3)</u>	10/08/2013		A	4,141.775		<u>(5)</u>	(5)	Common Stock	4,1

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Francess	Director	10% Owner	Officer	Other			
IRELAND ROSS K 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X						

Signatures

Gayle S. Ellis by Power of Attorney 10/28/2013

**Signature of Reporting Person D

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).
- Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as

 (1) dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock
 - Upon the vesting of the restricted stock that was granted to the reporting person on December 31, 2012, the reporting person deferred the receipt of 4094 shares of the Company's common stock and received instead 4094 shares of phantom stock pursuant to the Company's
- deferred compensation plan. Upon settlement of the dividend equivalent rights that accrued on the 4094 shares of restricted stock, the reporting person deferred the receipt of 47.775 shares of common stock and instead received an additional 47.775 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, the reporting person is reporting the disposition of 4141.775 shares of common stock in exchange for an equal number of shares of phantom stock.
- (3) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (4) Pursuant to the Company's deferred compensation plan, shares of phantom stock accrued when and as dividends were paid on the Company's common stock.
- (5) The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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