

ADTRAN INC  
Form 4  
April 28, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Smith Mark Clay

(Last) (First) (Middle)

200 CLINTON AVENUE, SUITE 805

(Street)

HUNTSVILLE, AL 35801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$.01 par value	04/24/2008		S	772,518 (1)	\$ 22.5796	0	I
Common Stock, \$.01 par					95,155	D	

by LJS  
2006-2  
Trust  
UAD  
06/05/06  
Mark  
Clay  
Smith  
Trustee

value			by LJS GRAT 2007-1 UAD 02/01/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	2,998,800	<u>(1)</u> I	
Common Stock, \$.01 par value	1,304,645	<u>(1)</u> I	by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	1,100,000	<u>(1)</u> I	by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	1,821,637	<u>(1)</u> I	by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

