

ADTRAN INC  
 Form 4/A  
 November 09, 2005

**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 \*  
**WINDHAM DANNY J**

(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)  
 10/25/2005

4. If Amendment, Date Original Filed (Month/Day/Year)  
 10/26/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & COO

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)	(A) or (D)	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	Price		
Common Stock	10/25/2005		M		11,498	\$ 8.695	40,974	D
Common Stock	10/25/2005		F(1)		3,240	\$ 30.85	37,734	D
Common Stock	10/25/2005		M		7,844	\$ 12.75	45,578	D
Common Stock	10/25/2005		F(1)		3,241	\$ 30.85	42,337	D
Common Stock	10/25/2005		M		4,190	\$ 10.657	46,527	D

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Common Stock      10/25/2005      F<sup>(1)</sup>      1,447      D      \$ 30.85      45,080      D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 8.7	10/25/2005		M	11,498	07/12/2001 <sup>(2)</sup> 07/12/2010	Common Stock	11,498
Incentive Stock Option (right to buy)	\$ 10.66	10/25/2005		M	4,190	09/17/1999 09/17/2008	Common Stock	4,190
Incentive Stock Option (right to buy)	\$ 12.75	10/25/2005		M	7,844	07/23/2002 <sup>(3)</sup> 07/23/2011	Common Stock	7,844

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINDHAM DANNY J 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			President & COO	

## Signatures

By: Cathy Bartels For: Danny J.  
Windham

11/09/2005

\_\_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) Amendment to reflect payment of exercise price by delivery to the company of shares held by the reporting person
  - (2) The option vests as follows: One (1) share vests on 7/12/2003; 5,748 shares vest on 7/12/2004.
  - (3) 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.