

FREDRICKSON ROBERT A
Form 4
November 15, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FREDRICKSON ROBERT A

(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)
11/14/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President Sales

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/14/2005		M		8,000	A	\$ 10.5	16,000	D
Common Stock	11/14/2005		S		8,000	D	\$ 30.763	8,000	D
Common Stock								2,000	I
									by Daughter (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Non-Qualified Stock Option (right to buy)	\$ 10.5	11/14/2005		M	8,000	10/16/2003 ⁽²⁾	10/16/2012	Common Stock	8,000
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽³⁾	07/12/2010	Common Stock	1,000
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽²⁾	10/16/2012	Common Stock	9,000
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999	09/17/2008	Common Stock	9,000
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 ⁽⁴⁾	07/23/2011	Common Stock	7,000
Incentive Stock Option (right to buy)	\$ 19.88					10/15/1997	10/15/2006	Common Stock	4,000
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽²⁾	10/18/2014	Common Stock	4,000
Incentive Stock Option (right to buy)	\$ 30.04					10/17/2006	10/17/2015	Common Stock	3,000
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽²⁾	11/25/2013	Common Stock	3,000
Non-Qualified Stock Option	\$ 12.75					07/23/2002 ⁽²⁾	07/23/2011	Common Stock	3,000

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 18.03	07/15/2000 ⁽⁵⁾	07/15/2009	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 19.63	02/05/1998	02/05/2007	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2005 ⁽²⁾	10/18/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 30.04	10/17/2006	10/17/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 32.27	11/25/2004 ⁽²⁾	11/25/2013	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICKSON ROBERT A 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President Sales	

Signatures

By: Cathy Bartels For: Robert A.
Fredrickson 11/15/2005

__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) This transaction occurred in the Joint Account with Daughter, Stacie Fredrickson.

(2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

(3) The option vests as follows: 1 share on 7/12/2003; 5,748 shares on 7/12/2004.

(4) The option vests in five equal and annual installments beginning on the first anniversary date of the grant as shown in column 2.

(5) The option vests in five (5) equal annual installments beginning on July 15, 2000.

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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