FREDRICKSON ROBERT A
Form 4
January 25, 2011

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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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)
01/21/2010

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)

VP Sales Carrier Network

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	01/21/2011	01/21/2011	M		563	A	$ 23.02	563	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S		563	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M		376	A	$ 15.29	376	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S		376	D	$ 41.4239 (1)	0	I	by Spouse
	01/21/2011	01/21/2011	M		200	A	$ 23.46	200	I	by Spouse

Common Stock									
Common Stock	01/21/2011	01/21/2011	S	200	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	1,500	A	$ 12.75	1,500	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	1,500	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	$ 32.265	750	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	$ 22.17	750	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	$ 30.04	750	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	$ 22.53	750	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	$ 41.4239 (1)	0	I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	1,500	A	$ 10.5	1,500	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	1,500	D	$ 41.4239 (1)	0	I	by Spouse

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	$ 23.02	01/21/2011	01/21/2011	M			563	11/05/2008(2)	11/05/2017	Common Stock	563
Incentive Stock Option (right to buy)	$ 15.29	01/21/2011	01/21/2011	M			376	11/06/2009(2)	11/06/2018	Common Stock	376
Incentive Stock Option (right to buy)	$ 23.46	01/21/2011	01/21/2011	M			200	11/07/2010(2)	11/07/2019	Common Stock	200
Incentive Stock Option (right to buy)	$ 12.75	01/21/2011	01/21/2011	M			1,500	07/23/2002(2)	07/23/2011	Common Stock	1,500
Incentive Stock Option (right to buy)	$ 32.265	01/21/2011	01/21/2011	M			750	11/25/2004(2)	11/25/2013	Common Stock	750
Incentive Stock Option (right to buy)	$ 22.17	01/21/2011	01/21/2011	M			750	10/18/2005(2)	10/18/2014	Common Stock	750
Incentive Stock Option (right to buy)	$ 30.04	01/21/2011	01/21/2011	M			750	10/17/2006(2)	10/17/2015	Common Stock	750

Incentive Stock Option (right to buy)	$ 22.53	01/21/2011	01/21/2011	M	750	11/03/2007 [(2)](#)	11/03/2016	Common Stock	750
Incentive Stock Option (right to buy)	$ 10.5	01/21/2011	01/21/2011	M	1,500	10/16/2003 [(2)](#)	10/16/2012	Common Stock	1,500

Reporting Owners

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

Signatures

Gayle S. Ellis by Power of Attorney	01/25/2011
**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)	The shares were sold in multiple transactions from $40.89 to $41.61. This amount represents the weighted average sale price of those 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.
(2)	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.
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