

FREDRICKSON ROBERT A
 Form 4
 January 25, 2011

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
 VP Sales Carrier Network

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) | 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| 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 | 0 | I | by Spouse |
| | | | | | | (1) | | | |
| 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 | 0 | I | by Spouse |
| | | | | | | (1) | | | |
| | 01/21/2011 | 01/21/2011 | M | 200 | A | \$ 23.46 | 200 | I | by Spouse |

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| | | | | | | | | | | |
|--------------|------------|------------|---|-------|---|-----------------------------|-------|--|---|-----------|
| Common Stock | | | | | | | | | | |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 200 | D | \$ 41.4239 <u>(1)</u> | 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 <u>(1)</u> | 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 <u>(1)</u> | 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 <u>(1)</u> | 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 <u>(1)</u> | 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 <u>(1)</u> | 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 <u>(1)</u> | 0 | | I | by Spouse |

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)

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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) | 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).

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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