ADTRAN INC
Form 4
November 06, 2006

FORM 4

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNEIDER KEVIN W

(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)
11/02/2006

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

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								19,826	D	
Common Stock								800	I	IRA

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)	$ 22.53	11/02/2006		A		3,855		11/02/2007	11/02/2016	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 22.53	11/02/2006		A		11,145		11/02/2007	11/02/2016	Common Stock	
Incentive Stock Option (right to buy)	$ 8.7							07/12/2001(1)	07/12/2010	Common Stock	
Incentive Stock Option (right to buy)	$ 10.5							10/16/2003(2)	10/16/2012	Common Stock	
Incentive Stock Option (right to buy)	$ 10.66							09/17/1999	09/17/2008	Common Stock	
Incentive Stock Option (right to buy)	$ 12.69							07/16/1998	07/16/2007	Common Stock	
Incentive Stock Option (right to buy)	$ 12.75							07/23/2002(2)	07/23/2011	Common Stock	
Incentive Stock Option (right to buy)	$ 22.17							10/18/2005(2)	10/18/2014	Common Stock	
Incentive Stock Option (right to buy)	$ 30.04							10/17/2006	10/17/2015	Common Stock	
Incentive Stock Option (right to buy)	$ 32.27							11/25/2004(2)	11/25/2013	Common Stock	
Non-Qualified Stock Option	$ 8.7							07/12/2001(3)	07/12/2010	Common Stock	

(right to buy)					
Non-Qualified Stock Option (right to buy)	$ 10.5		10/16/2003(2)	10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	$ 10.66		09/17/1997	09/17/2008	Common Stock
Non-Qualified Stock Option (right to buy)	$ 12.75		07/23/2002(2)	07/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	$ 18.03		07/15/2000(4)	07/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	$ 22.17		10/18/2005(2)	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 30.04		10/17/2006	10/17/2015	Common Stock
Non-Qualified Stock Option (right to buy)	$ 32.27		11/25/2004(2)	11/25/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER KEVIN W 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President	

Signatures

By: Cathy Bartels For: Kevin W. Schneider	11/06/2006
**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 option vests as follows: 3,296 shares on 7/12/2003; 4,687 shares on 7/12/2004.

(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: 9,376 shares vest on 8/30/02; 1,392 shares vest on 7/12/03.

(4) 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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