

Smith Linda Jones
Form 4/A
February 12, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Smith Linda Jones

2. Issuer Name and Ticker or Trading Symbol
ADTRAN INC [ADTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CLINTON AVENUE, SUITE 805

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2008

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

See Remarks below

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
11/03/2008

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HUNTSVILLE, AL 35801

(City) (State) (Zip)

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)
Common Stock, \$.01 par value	10/30/2008 ⁽¹⁾		J ⁽²⁾	1,232,804 D	\$ 14.04 71,841 ⁽³⁾	I	by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee
Common stock, \$.01 par	10/30/2008 ⁽¹⁾		J ⁽²⁾	1,232,804 A	\$ 14.04 1,285,232	D	

Edgar Filing: Smith Linda Jones - Form 4/A

value

Common Stock, \$.01 par value	10/30/2008 ⁽¹⁾	J ⁽²⁾	1,028,716	D	\$ 14.04	71,284 ⁽³⁾	I	by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee
Common stock, \$.01 par value	10/30/2008 ⁽¹⁾	J ⁽²⁾	1,028,716	A	\$ 14.04	2,313,948	D	
Common Stock, \$.01 par value	10/30/2008 ⁽¹⁾	J ⁽²⁾	1,475,416	D	\$ 14.04	346,221 ⁽³⁾	I	by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee
Common stock, \$.01 par value	10/30/2008 ⁽¹⁾	J ⁽²⁾	1,475,416	A	\$ 14.04	3,789,364	D	
Common stock, \$.01 par value	10/30/2008 ⁽¹⁾	G V	3,736,936	D	\$ 0	52,428	D	
Common stock, \$.01 par value	10/30/2008 ⁽¹⁾	G V	3,736,936	A	\$ 0	3,736,936 ⁽³⁾	I	by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

