

LOCKE P STEVEN
Form 4
February 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
LOCKE P STEVEN

(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)
02/01/2011

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 - Service Provider Sales

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	02/01/2011		M		2,500	A	\$ 22.53	2,500	D	
Common Stock	02/01/2011		S		2,500	D	\$ 41.6966	0	D	
							(1)			
Common Stock	02/01/2011		M		1,897	A	\$ 23.02	1,897	D	
Common Stock	02/01/2011		S		1,897	D	\$ 41.6966	0	D	
							(1)			
	02/01/2011		M		2,875	A	\$ 23.46	2,875	D	

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Common Stock								
Common Stock	02/01/2011	S	2,875	D	\$ 41.6966 (1)	0		D
Common Stock	02/01/2011	M	978	A	\$ 23.02	978		D
Common Stock	02/01/2011	S	978	D	\$ 41.6966 (1)	0		D
Common Stock	02/01/2011	M	2,875	A	\$ 15.29	2,875		D
Common Stock	02/01/2011	S	2,875	D	\$ 41.6966 (1)	0		D

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)

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 Security (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	02/01/2011		M	2,500	11/03/2007 11/03/2016	Common Stock	2,500	
Incentive Stock Option (right to buy)	\$ 23.02	02/01/2011		M	1,897	11/05/2008 11/05/2017	Common Stock	1,897	
Non-Qualified Stock Option (Right to Buy)	\$ 23.46	02/01/2011		M	2,875	11/07/2010 11/07/2019	Common Stock	2,875	

Non-Qualified Stock Option (right to buy)	\$ 23.02	02/01/2011		M	978	11/05/2008	11/05/2017	Common Stock	97
Non-Qualified Stock Option (right to buy)	\$ 15.29	02/01/2011		M	2,875	11/06/2009	11/06/2018	Common Stock	2,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKE P STEVEN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			VP - Service Provider Sales	

Signatures

Gayle Ellis by Power of Attorney
02/03/2011

**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 at prices ranging from \$41.66 to \$41.78. This amount represents the weighted average sale price of such 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.

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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