

ADTRAN INC
Form 4
May 29, 2008

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 *
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)
05/14/2008

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)

Chief Technology Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/14/2008		M		2,900 A \$ 10.657	22,726	D
Common Stock	05/14/2008		S		2,900 D \$ 24.69	19,826	D
Common Stock	05/14/2008		M		2,300 A \$ 10.657	22,126	D
Common Stock	05/14/2008		S		2,300 D \$ 24.7	19,826	D
Common Stock	05/14/2008		M		3,300 A \$ 10.657	23,126	D

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Common Stock	05/14/2008	S	3,300	D	\$ 24.72	19,826	D	
Common Stock	05/14/2008	M	300	A	\$ 10.657	20,126	D	
Common Stock	05/14/2008	S	300	D	\$ 24.73	19,826	D	
Common Stock	05/14/2008	M	900	A	\$ 10.657	20,726	D	
Common Stock	05/14/2008	S	900	D	\$ 24.74	19,826	D	
Common Stock	05/14/2008	M	300	A	\$ 10.657	20,126	D	
Common Stock	05/14/2008	S	300	D	\$ 24.71	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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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 10.66	05/14/2008		M	2,900	09/17/1999 09/17/2008	Common Stock	2,900
Incentive Stock Option	\$ 10.66	05/14/2008		M	2,300	09/17/1999 09/17/2008	Common Stock	2,300

(right to buy)

Incentive Stock Option

\$ 10.66	05/14/2008	M	3,300	09/17/1999	09/17/2008	Common Stock	3,300
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(right to buy)

Incentive Stock Option

\$ 10.66	05/14/2008	M	300	09/17/1999	09/17/2008	Common Stock	300
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(right to buy)

Incentive Stock Option

\$ 10.66	05/14/2008	M	900	09/17/1999	09/17/2008	Common Stock	900
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(right to buy)

Incentive Stock Option

\$ 10.66	05/14/2008	M	300	09/17/1999	09/17/2008	Common Stock	300
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(right to buy)

Reporting Owners

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

Signatures

By: Cathy Bartels For: Kevin W. Schneider
05/29/2008

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.