

Smith Mark Clay
Form 4
March 04, 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 Mark Clay

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)
03/02/2009

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

(Street)
HUNTSVILLE, AL 35801

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

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)
Common Stock, \$.01 par value	03/02/2009		J ⁽¹⁾	1,596,372 D	\$ 13.84 0 ⁽²⁾	I	by LJS GRAT 2007-1 UAD 02/01/07 Mark Clay Smith Trustee
Common Stock, \$.01 par	03/02/2009		J ⁽¹⁾	71,841 D	\$ 13.84 0 ⁽²⁾	I	by LJS GRAT 2007-2

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value								UAD 07/27/07 Mark Clay Smith Trustee by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	03/02/2009	<u>J</u> ⁽¹⁾	71,284	D	\$ 13.84	0 <u>(2)</u>	I	
Common Stock, \$.01 par value	03/02/2009	<u>J</u> ⁽¹⁾	346,221	D	\$ 13.84	0 <u>(2)</u>	I	
Common Stock, \$.01 par value						95,155	D	
Common Stock, \$.01 par value						1,100,000 <u>(2)</u>	I	by LJS GRAT October 2008 UAD 10/07/08 Mark Clay Smith Trustee
Common stock, \$.01 par value						3,736,936 <u>(2)</u>	I	by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Mark Clay 200 CLINTON AVENUE, SUITE 805 HUNTSVILLE, AL 35801		X		

Signatures

Mark Clay
Smith
03/04/2009

**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) Distribution of shares to the annuitant of the GRAT holding these securities, pursuant to the terms of the trust.
The reporting person serves as trustee of the trust holding these securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.