

FREDRICKSON ROBERT A
 Form 4
 November 14, 2005

FORM 4

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

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).

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 *
FREDRICKSON ROBERT A

(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)
 11/11/2005

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)
 Vice President 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) Code V Amount (D) Price			
Common Stock	11/11/2005		M	3,504 A \$ 8.695	11,504	D	
Common Stock	11/11/2005		S	3,504 D \$ 30.51	8,000	D	
Common Stock					2,000	I	by Daughter (1)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.7	11/11/2005		M	3,504	07/12/2001 ⁽²⁾ 07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽³⁾ 07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽⁴⁾ 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)	\$ 12.75					07/23/2002 ⁽⁵⁾ 07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 19.88					10/15/1997 10/15/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽⁴⁾ 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 ⁽⁴⁾ 11/25/2013	Common Stock
Non-Qualified Stock Option	\$ 10.5					10/16/2003 ⁽⁴⁾ 10/16/2012	Common Stock

(right to buy)					
Non-Qualified Stock Option (right to buy)	\$ 12.75		07/23/2002 ⁽⁴⁾	07/23/2011	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 18.03		07/15/2000 ⁽⁶⁾	07/15/2009	Common Stock 8
Non-Qualified Stock Option (right to buy)	\$ 19.63		02/05/1998	02/05/2007	Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 22.17		10/18/2005 ⁽⁴⁾	10/18/2014	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 30.04		10/17/2006	10/17/2015	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 32.27		11/25/2004 ⁽⁴⁾	11/25/2013	Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICKSON ROBERT A 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President Sales	

Signatures

By: Cathy Bartels For: Robert A. Fredrickson
 11/11/2005
 **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) This transaction occurred in the Joint Account with Daughter, Stacie Fredrickson.
- (2) The option vests as follows: 15,000 shares vest on 8/30/02; 7,499 shares vest on 7/12/2003; and 1,752 shares vest on 7/12/2004.
- (3) The option vests as follows: 1 share on 7/12/2003; 5,748 shares on 7/12/2004.
- (4) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.
- (5) The option vests in five equal and annual installments beginning on the first anniversary date of the grant as shown in column 2.
- (6) 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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