

ADTRAN INC

Form 4

November 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Linda Jones

(Last) (First) (Middle)

200 CLINTON AVENUE, SUITE
805

(Street)

HUNTSVILLE, AL 35801

(City) (State) (Zip)

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

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

10/29/2008

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 ____X____ Other (specify
below) below)

See Remarks below

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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, \$.01 par value	10/29/2008		J ⁽¹⁾		1,232,804	D \$ 14.04	71,841 ⁽²⁾	I	by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee
Common stock, \$.01 par	10/29/2008		J ⁽¹⁾		1,232,804	A \$ 14.04	1,285,232	D	

value

Common Stock, \$.01 par value	10/29/2008	J ⁽¹⁾	1,028,716	D	\$ 14.04	71,284 ⁽²⁾	I	by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee	
Common stock, \$.01 par value	10/29/2008	J ⁽¹⁾	1,028,716	A	\$ 14.04	2,313,948	D		
Common Stock, \$.01 par value	10/29/2008	J ⁽¹⁾	1,475,416	D	\$ 14.04	346,221 ⁽²⁾	I	by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee	
Common stock, \$.01 par value	10/29/2008	J ⁽¹⁾	1,475,416	A	\$ 14.04	3,789,364	D		
Common stock, \$.01 par value	10/29/2008	G	V	3,736,936	D	\$ 0	52,428	D	
Common stock, \$.01 par value	10/29/2008	G	V	3,736,936	A	\$ 0	3,736,936 ⁽²⁾	I	by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee
Common Stock, \$.01 par value						1,596,372 ⁽²⁾	I	by LJS GRAT 2007-1 UAD 02/01/07 Mark	

Common
Stock,
\$.01 par
value

1,100,000 ⁽²⁾ I

Clay
Smith
Trustee

by LJS
GRAT
October
2008
UAD
10/07/08
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)

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 Beneficially Owned Following Reported 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 Linda Jones
200 CLINTON AVENUE, SUITE 805
HUNTSVILLE, AL 35801

See Remarks below

Signatures

Mark Clay Smith, by power of
attorney

11/03/2008

__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).
- (1) Distribution of shares to the reporting person as annuitant of the GRAT holding these securities, pursuant to the terms of the trust.
The reporting person is the settlor of the trust holding these securities. The reporting person disclaims beneficial ownership of these
- (2) securities except to the extent of her 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.

Remarks:

Remarks:

The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock

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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