

Smith Mark Clay
Form 4
March 04, 2009

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 *
Smith Mark Clay

(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)
03/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify 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)
				(A) or (D) Code V Amount Price			
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
Common Stock, \$.01 par value	03/02/2009	<u>J</u> ⁽¹⁾	71,284	D	\$ 13.84	0 <u>(2)</u>	I	by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	03/02/2009	<u>J</u> ⁽¹⁾	346,221	D	\$ 13.84	0 <u>(2)</u>	I	by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee
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

