

ADTRAN INC
Form 4/A
August 01, 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 *
THRAILKILL HOWARD A

(Last) (First) (Middle)

ADTRAN, 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)
07/26/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
07/28/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/26/2005		M		\$ 7,729	A	49,129
Common Stock	07/26/2005		S		\$ 27.206	D	41,400
Common Stock	07/26/2005		M		\$ 8.695	A	58,028
Common Stock	07/26/2005		S		\$ 27.206	D	41,400
Common Stock	07/26/2005		M		\$ 8.695	A	47,343

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Common Stock	07/26/2005	S	5,943	D	\$ 27.206	41,400	D
Common Stock	07/27/2005	M	5,555	A	\$ 8.695	48,955	D
Common Stock	07/27/2005	S	5,555	D	\$ 27	43,400	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 8.7	07/26/2005		M	5,943	07/12/2001 ⁽¹⁾	07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7	07/27/2005		M	5,555	07/12/2001 ⁽¹⁾	07/12/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.7	07/26/2005		M	16,628	07/12/2001 ⁽²⁾	07/12/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.03	07/26/2005		M	7,729	07/15/2000 ⁽³⁾	07/15/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THRAILKILL HOWARD A ADTRAN	X		President & COO	

901 EXPLORER BLVD.
HUNTSVILLE, AL 35806

Signatures

By: Cathy Bartels For: Howard A.
Thrailkill

08/01/2005

__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) The option vests as follows: One (1) share vests on 7/12/2003; 5,748 shares vest on 7/12/2004.
- (2) The option vests as follows: 28,126 shares vest on 08/30/02; 14,061 shares vest on 7/12/2003; 8,314 shares vest on 07/12/2004.
- (3) 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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