

FREDRICKSON ROBERT A
Form 4
November 14, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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
____X____ Officer (give title below) ____ Other (specify below)

Vice President Sales

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	11/11/2005		M		3,504	A	\$ 8.695
Common Stock	11/11/2005		S		3,504	D	\$ 30.51
Common Stock							2,000
							I
							by Daughter (1)

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities
				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	3
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽³⁾ 07/12/2010	Common Stock	1
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽⁴⁾ 10/16/2012	Common Stock	9
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999 09/17/2008	Common Stock	9
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 ⁽⁵⁾ 07/23/2011	Common Stock	7
Incentive Stock Option (right to buy)	\$ 19.88					10/15/1997 10/15/2006	Common Stock	4
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽⁴⁾ 10/18/2014	Common Stock	4
Incentive Stock Option (right to buy)	\$ 30.04					10/17/2006 10/17/2015	Common Stock	3
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽⁴⁾ 11/25/2013	Common Stock	3
Non-Qualified Stock Option	\$ 10.5					10/16/2003 ⁽⁴⁾ 10/16/2012	Common Stock	6

(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.

Edgar Filing: FREDRICKSON ROBERT A - Form 4

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.