

ADTRAN INC

Form 4

November 18, 2015

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 *
Walker Kathryn 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)
08/14/2014

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)

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)
Common Stock	05/14/2015		M	24.033 A	11 5,572.033	D	
Common Stock	05/14/2015		M	0.033 D	\$ 16.64 5,572	D	

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)

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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. Amount or Number of Shares		
				Code	V	(A)	(D)			
Dividend Equivalent Rights	(2)	08/14/2014		A		7.622 (3)	(2)	(2)	Common Stock	7.622
Dividend Equivalent Rights	(2)	11/13/2014		A		8.946 (3)	(2)	(2)	Common Stock	8.946
Dividend Equivalent Rights	(1)	05/14/2015		D		34.157	(1)	(1)	Common Stock	34.157
Dividend Equivalent Rights	(2)	05/21/2015		A		19.533	(2)	(2)	Common Stock	19.533
Dividend Equivalent Rights	(2)	08/13/2015		A		20.721	(2)	(2)	Common Stock	20.721
Dividend Equivalent Rights	(2)	11/12/2015		A		21.448	(2)	(2)	Common Stock	21.448

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Kathryn A 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X			

Signatures

Gayle S. Ellis by Power of Attorney
11/18/2015

__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).

Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as
(1) dividends were paid on the Company's common stock and are paid in whole shares of common stock with the remainder paid in cash. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
(2) The dividend equivalent rights accrued when and as dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
(3) The amounts previously reported for these transactions were misstated on a Form 4 filed on January 5, 2015 as 15.244 dividend equivalent rights on 8/14/2014 and 17.82 dividend equivalent rights on 11/13/2014.

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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