ADTRAN INC Form 4 November 06, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

0.5

January 31, Expires: 2005

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obligations

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

RAMAGE EVERETTE R

901 EXPLORER BLVD.

2. Issuer Name and Ticker or Trading Symbol

ADTRAN INC [ADTN]

(Middle)

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

10/17/2005

(Check all applicable) Director

Issuer

10% Owner Other (specify

X_ Officer (give title below) below)

Vice President

5. Relationship of Reporting Person(s) to

(Street)

(First)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

HUNTSVILLE, AL 35806

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Seco (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V		Date Exercisable	Expiration Date	Title	An or No
Incentive Stock Option (right to buy)	\$ 22.53	11/02/2006		A	2,439	11/02/2007	11/02/2016	Common Stock	2
Incentive Stock Option (right to buy)	\$ 30.04	10/17/2005		A	4,114	10/17/2006	10/17/2015	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 22.53	11/02/2006		A	5,561	11/02/2007	11/02/2016	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 30.04	10/17/2005		A	7,886	10/17/2006	10/17/2015	Common Stock	7
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001(1)	07/12/2010	Common Stock	9
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003(2)	10/16/2012	Common Stock	9
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999	09/17/2008	Common Stock	4
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002(2)	07/23/2011	Common Stock	7
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005(2)	10/18/2014	Common Stock	3
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004(2)	11/25/2013	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 10.5					10/16/2003(2)	10/16/2012	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 12.75					07/23/2002(2)	07/23/2011	Common Stock	1

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Non-Qualified Stock Option (right to buy)	\$ 18.03	07/15/2000(3)	07/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2005(2)	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.27	11/25/2004(2)	11/25/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
RAMAGE EVERETTE R					

901 EXPLORER BLVD. HUNTSVILLE, AL 35806 Vice President

Signatures

By: Cathy Bartels For: Everette R. Ramage 11/06/2006

**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: 3,296 shares vest on 7/12/2003; 4,687 shares vest on 7/12/2004.
- (2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.
- (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. 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.

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