Schansman Raymond R Form 4/A February 04, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

obligations

SECURITIES Form 5

may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Schansman Raymond R

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

ADTRAN INC [ADTN]

3. Date of Earliest Transaction

(Month/Day/Year)

11/06/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/08/2011

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

Sr VP and GM, Enterprise

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

HUNTSVILLE, AL 35806

901 EXPLORER BLVD.

(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

(Middle)

Code (Month/Day/Year)

3.

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

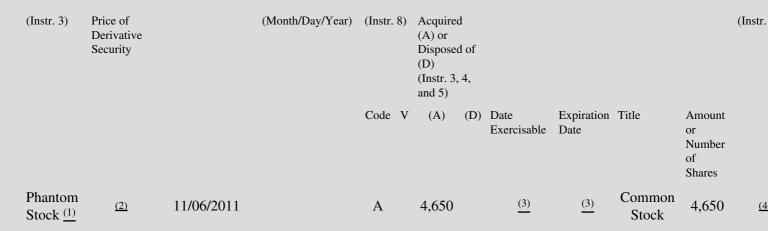
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schansman Raymond R 901 EXPLORER BLVD. HUNTSVILLE, AL 35806

Sr VP and GM, Enterprise

Signatures

Gayle S. Ellis by Power of Attorney 02/04/2013

**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).

The first line in Table I of the Form 4 filed by the reporting person on November 8, 2011 incorrectly reported the acquisition of 4650 shares of common stock upon vesting of performance shares awarded pursuant to a grant of November 6, 2008 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan. Upon vesting of the performance shares, the reporting person deferred the receipt of 4650 shares of

- (1) the Company's common stock and received instead 4650 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, this Amendment amends the previously filed Form 4 by (i) deleting the first line in Table I and (ii) adding a line in Table II reporting the acquisition of 4650 shares of phantom stock by the reporting person upon vesting of the performance shares on November 6, 2011.
- (2) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (3) The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.
- Upon vesting of performance shares awarded pursuant to a grant of November 6, 2008 under the ADTRAN, Inc. 2006 Employee Stock

 (4) Incentive Plan, the reporting person deferred the receipt of 4650 shares of the Company's common stock and received instead 4650 shares of phantom stock pursuant to the Company's deferred compensation plan.

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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