

FREDRICKSON ROBERT A  
 Form 4  
 January 25, 2011

**FORM 4**

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

OMB APPROVAL

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

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 \*  
**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)  
 01/21/2010

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)  
 VP Sales Carrier Network

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                    | 01/21/2011                           | 01/21/2011   | M                              |   | 3,098   | A \$ 32.265  | 3,098 D   |
| Common Stock                    | 01/21/2011                           | 01/21/2011   | S                              |   | 3,098   | D \$ 41.4019   | 0 D   |
| Common Stock                    | 01/21/2011                           | 01/21/2011   | M                              |   | 4,501   | A \$ 22.17   | 4,501 D   |
| Common Stock                    | 01/21/2011                           | 01/21/2011   | S                              |   | 4,501   | D \$ 41.4019   | 0 D   |
|                                 | 01/21/2011                           | 01/21/2011   | M                              |   | 3,335   | A \$ 30.04   | 3,335 D   |

Edgar Filing: FREDRICKSON ROBERT A - Form 4

|              |            |            |   |        |   |                  |         |        |   |
|--------------|------------|------------|---|--------|---|------------------|---------|--------|---|
| Common Stock |            |            |   |        |   |                  |         |        |   |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 3,335  | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 3,752  | A | \$ 22.53         |         | 3,752  | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 3,752  | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 14,665 | A | \$ 30.04         |         | 14,665 | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 14,665 | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 11,248 | A | \$ 22.53         |         | 11,248 | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 11,248 | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 12,265 | A | \$ 23.02         |         | 12,265 | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 12,265 | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 7,499  | A | \$ 15.29         |         | 7,499  | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 7,499  | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 673    | A | \$ 23.02         |         | 673    | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 673    | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 1      | A | \$ 15.29         |         | 1      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 1      | D | \$<br><u>(1)</u> | 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 14,902 | A | \$ 32.265        |         | 14,902 | D |

Edgar Filing: FREDRICKSON ROBERT A - Form 4

|              |            |            |   |        |   |                          |        |   |
|--------------|------------|------------|---|--------|---|--------------------------|--------|---|
| Common Stock | 01/21/2011 | 01/21/2011 | S | 14,902 | D | \$<br><u>(1)</u> 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 13,499 | A | \$ 22.17                 | 13,499 | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 13,499 | D | \$<br><u>(1)</u> 41.4019 | 0      | D |
| Common Stock | 01/21/2011 | 01/21/2011 | M | 3,750  | A | \$ 23.46                 | 3,750  | D |
| Common Stock | 01/21/2011 | 01/21/2011 | S | 3,750  | D | \$<br><u>(1)</u> 41.4019 | 0      | 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)

| 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)      | \$ 32.265  | 01/21/2011                           | 01/21/2011   | M                              | 3,098   | 11/25/2004 <sup>(2)</sup>                                | 11/25/2013  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 22.17   | 01/21/2011                           | 01/21/2011   | M                              | 4,501   | 10/17/2005 <sup>(2)</sup>                                | 10/17/2014  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 30.04   | 01/21/2011                           | 01/21/2011   | M                              | 3,335   | 10/17/2006 <sup>(2)</sup>                                | 10/17/2015  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 22.53   | 01/21/2011                           | 01/21/2011   | M                              | 3,752   | 11/03/2007 <sup>(2)</sup>                                | 11/03/2016  | Common Stock |

|   |           |            |            |   |        |                           |            |                 |
|---|-----------|------------|------------|---|--------|---------------------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 30.04  | 01/21/2011 | 01/21/2011 | M | 14,665 | 10/17/2006 <sup>(2)</sup> | 10/17/2015 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 22.53  | 01/21/2011 | 01/21/2011 | M | 11,248 | 11/03/2007 <sup>(2)</sup> | 11/03/2016 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 23.02  | 01/21/2011 | 01/21/2011 | M | 12,265 | 11/05/2008 <sup>(2)</sup> | 11/05/2017 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 15.29  | 01/21/2011 | 01/21/2011 | M | 7,499  | 11/06/2009 <sup>(2)</sup> | 11/06/2018 | Common<br>Stock |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 23.02  | 01/21/2011 | 01/21/2011 | M | 673    | 11/05/2008 <sup>(2)</sup> | 11/05/2017 | Common<br>Stock |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 15.29  | 01/21/2011 | 01/21/2011 | M | 1      | 11/06/2009 <sup>(2)</sup> | 11/06/2018 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 32.265 | 01/21/2011 | 01/21/2011 | M | 14,902 | 11/25/2004 <sup>(2)</sup> | 11/25/2013 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 22.17  | 01/21/2011 | 01/21/2011 | M | 13,499 | 10/18/2005 <sup>(2)</sup> | 10/18/2014 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 23.46  | 01/21/2011 | 01/21/2011 | M | 3,750  | 11/07/2010 <sup>(2)</sup> | 11/07/2019 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| FREDRICKSON ROBERT A<br>901 EXPLORER BLVD.<br>HUNTSVILLE, AL 35806 |               |           | VP Sales Carrier Network |       |

## Signatures

Gayle S. Ellis by Power of Attorney  
01/25/2011

\*\*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).

## Edgar Filing: FREDRICKSON ROBERT A - Form 4

- The shares were sold in multiple transactions from \$41.13 to \$41.65. This amount represents the weighted average sale price of those
- (1) transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the issuer.
  - (2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

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.