

FREDRICKSON ROBERT A  
 Form 4  
 January 25, 2011

**FORM 4**

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

OMB APPROVAL

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**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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	01/21/2011	01/21/2011	M	563	A	\$ 23.02	563	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	563	D	\$ 41.4239	0	I	by Spouse
						(1)			
Common Stock	01/21/2011	01/21/2011	M	376	A	\$ 15.29	376	I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	376	D	\$ 41.4239	0	I	by Spouse
						(1)			
	01/21/2011	01/21/2011	M	200	A	\$ 23.46	200	I	by Spouse

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Common Stock										
Common Stock	01/21/2011	01/21/2011	S	200	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	1,500	A	\$ 12.75	1,500		I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	1,500	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	\$ 32.265	750		I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	\$ 22.17	750		I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	\$ 30.04	750		I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	750	A	\$ 22.53	750		I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	750	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse
Common Stock	01/21/2011	01/21/2011	M	1,500	A	\$ 10.5	1,500		I	by Spouse
Common Stock	01/21/2011	01/21/2011	S	1,500	D	\$ 41.4239 <u>(1)</u>	0		I	by Spouse

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 23.02	01/21/2011	01/21/2011	M		563		11/05/2008 <sup>(2)</sup>	11/05/2017	Common Stock	563
Incentive Stock Option (right to buy)	\$ 15.29	01/21/2011	01/21/2011	M		376		11/06/2009 <sup>(2)</sup>	11/06/2018	Common Stock	376
Incentive Stock Option (right to buy)	\$ 23.46	01/21/2011	01/21/2011	M		200		11/07/2010 <sup>(2)</sup>	11/07/2019	Common Stock	200
Incentive Stock Option (right to buy)	\$ 12.75	01/21/2011	01/21/2011	M		1,500		07/23/2002 <sup>(2)</sup>	07/23/2011	Common Stock	1,500
Incentive Stock Option (right to buy)	\$ 32.265	01/21/2011	01/21/2011	M		750		11/25/2004 <sup>(2)</sup>	11/25/2013	Common Stock	750
Incentive Stock Option (right to buy)	\$ 22.17	01/21/2011	01/21/2011	M		750		10/18/2005 <sup>(2)</sup>	10/18/2014	Common Stock	750
Incentive Stock Option (right to buy)	\$ 30.04	01/21/2011	01/21/2011	M		750		10/17/2006 <sup>(2)</sup>	10/17/2015	Common Stock	750

