

ADTRAN INC
Form 4
October 09, 2008

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 *
Smith Linda Jones

(Last) (First) (Middle)
200 CLINTON AVENUE, SUITE 805
(Street)

HUNTSVILLE, AL 35801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADTRAN INC [ADTN]

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2008

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 ___X___ Other (specify below) below)

See Remarks below

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(D)	Price
Common stock, \$.01 par value	10/08/2008		G	V	1,100,000	D	\$ 0 52,428
Common stock, \$.01 par value	10/08/2008		G	V	1,100,000	A	\$ 0 1,100,000 ⁽¹⁾

by LJS
GRAT
October 2008
UAD
10/07/08
Mark Clay Smith

			Trustee
			by LJS
			GRAT
Common			2007-1
Stock,			UAD
\$.01 par	1,596,372 ⁽¹⁾ I		02/01/07
value			Mark
			Clay
			Smith
			Trustee
			by LJS
			GRAT
Common			2007-2
Stock,			UAD
\$.01 par	1,304,645 ⁽¹⁾ I		07/27/07
value			Mark
			Clay
			Smith
			Trustee
			by LJS
			GRAT
Common			2007-3
Stock,			UAD
\$.01 par	1,100,000 ⁽¹⁾ I		07/27/07
value			Mark
			Clay
			Smith
			Trustee
			by LJS
			GRAT
Common			2007-4
Stock,			UAD
\$.01 par	1,821,637 ⁽¹⁾ I		09/26/07
value			Mark
			Clay
			Smith
			Trustee

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.

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

