

Smith Mark Clay  
Form 4/A  
February 12, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Smith Mark Clay

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/30/2008

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(Street)  
HUNTSVILLE, AL 35801

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/03/2008

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 par value	10/30/2008 <sup>(1)</sup>		J <sup>(2)</sup>		1,232,804	D	\$ 14.04	71,841 <sup>(3)</sup>	I	by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par	10/30/2008 <sup>(1)</sup>		J <sup>(2)</sup>		1,028,716	D	\$ 14.04	71,284 <sup>(3)</sup>	I	by LJS GRAT 2007-3

value										UAD 07/27/07 Mark Clay Smith Trustee  by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee  by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee
Common Stock, \$.01 par value	10/30/2008 <sup>(1)</sup>		J <sup>(2)</sup>	1,475,416	D	\$ 14.04	346,221	<sup>(3)</sup>	I	
Common stock, \$.01 par value	10/30/2008 <sup>(1)</sup>		G	V	3,736,936	A	\$ 0	3,736,936	<sup>(3)</sup>	I

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Mark Clay 200 CLINTON AVENUE, SUITE 805 HUNTSVILLE, AL 35801		X		

## Signatures

Mark Clay  
Smith

02/10/2009

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 reporting person's Form 4 filed on November 3, 2008 erroneously reported the transaction date as October 29, 2008. The transaction took place on October 30, 2008.
- (2) Distribution of shares to the annuitant of the GRAT holding these securities, pursuant to the terms of the trust.
- (3) The reporting person serves as trustee of the trust holding these securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.