

ADTRAN INC
Form 4
November 06, 2006

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 *
Schansman Raymond R

(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)
11/02/2006

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)
Senior Vice President

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Am or Nun of S	
			Code	V	(A)	(D)			
Incentive Stock Option (right to buy)	\$ 22.53	11/02/2006	A		4,543	11/02/2007	11/02/2016	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 22.53	11/02/2006	A		15,457	11/02/2007	11/02/2016	Common Stock	15
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003	10/16/2012	Common Stock	7,
Incentive Stock Option (right to buy)	\$ 10.657					09/17/1999	09/17/2008	Common Stock	8,
Incentive Stock Option (right to buy)	\$ 12.688					07/16/1998	07/16/2007	Common Stock	6,
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002	07/23/2011	Common Stock	10
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005	10/18/2014	Common Stock	3,
Incentive Stock Option (right to buy)	\$ 30.04					10/17/2006	10/17/2015	Common Stock	4,
Incentive Stock Option (right to buy)	\$ 32.265					11/25/2004	11/25/2013	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 12.75					07/23/2002	07/23/2011	Common Stock	19
Non-Qualified Stock Option (right to buy)	\$ 18.032					07/15/2000	07/15/2009	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 22.17					10/18/2005	10/18/2014	Common Stock	19

Non-Qualified Stock Option \$ 30.04 (right to buy)	10/17/2006 10/17/2015	Common Stock	8,
Non-Qualified Stock Option \$ 32.265 (right to buy)	11/25/2004 11/25/2013	Common Stock	8,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schansman Raymond R 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Senior Vice President	

Signatures

By: Cathy Bartels For: Raymond R.
Schansman 11/06/2006

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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