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ADTRAN I Form 4	INC									
May 19, 20	14									
FORM	Л 4	~							PPROVAL	
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	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 <u>*</u> Schansman Raymond R			2. Issuer Name and Ticker or Trading Symbol ADTRAN INC [ADTN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Check an applicable)			
901 EXPLORER BLVD.			(Month/Day/Year) 05/15/2014				Director 10% Owner X Officer (give title Other (specify below) below) Sr VP and GM, Enterprise			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
HUNTSVI	LLE, AL 35806						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	05/15/2014		А	31.948		(2)	(2)	Common Stock	31.948	\$:

Reporting Owners

Reporting Owner Name / Address		Relationships						
r o	Director	10% Owner	Officer	Other				
Schansman Raymond R 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Sr VP and GM, Enterprise					
Signatures								
Gayle S. Ellis by Power of Attorney		05/19/2014						

**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) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (2) The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.

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.