

Wilson James Denson Jr
Form 4
November 02, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilson James Denson Jr

(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)
10/31/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
SR VP/GM CARRIER NETWORKS DIV /
SR VP/GM CARRIER NETWORKS DIV

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 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)
Common Stock	10/31/2007		M	1,400	A \$ 12.75 1,400	D	
Common Stock	10/31/2007		S	1,400	D \$ 23.701 0	D	
Common Stock	10/31/2007		M	100	A \$ 12.75 100	D	
Common Stock	10/31/2007		S	100	D \$ 23.76 0	D	
Common Stock	10/31/2007		M	808	A \$ 10.5 808	D	

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Common Stock	10/31/2007	S	808	D	\$ 23.77	0	D
Common Stock	10/31/2007	M	800	A	\$ 10.5	800	D
Common Stock	10/31/2007	S	800	D	\$ 23.69	0	D
Common Stock	10/31/2007	M	600	A	\$ 10.5	600	D
Common Stock	10/31/2007	S	600	D	\$ 23.73	0	D
Common Stock	10/31/2007	M	800	A	\$ 10.5	800	D
Common Stock	10/31/2007	S	800	D	\$ 23.74	0	D
Common Stock	10/31/2007	M	200	A	\$ 10.5	200	D
Common Stock	10/31/2007	S	200	D	\$ 23.71	0	D
Common Stock	10/31/2007	M	1,492	A	\$ 10.5	1,492	D
Common Stock	10/31/2007	S	1,492	D	\$ 23.68	0	D
Common Stock	10/31/2007	M	300	A	\$ 10.5	300	D
Common Stock	10/31/2007	S	300	D	\$ 23.7	0	D

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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	808	10/10/2003	10/10/2012	Common Stock	808
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	800	10/10/2003	10/10/2012	Common Stock	800
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	600	10/10/2003	10/10/2012	Common Stock	600
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	800	10/10/2003	10/10/2012	Common Stock	800
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	200	10/10/2003	10/10/2012	Common Stock	200
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	1,492	10/10/2003	10/10/2012	Common Stock	1,492
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M	300	10/10/2003	10/10/2012	Common Stock	300
Incentive Stock Option (right to buy)	\$ 12.75	10/31/2007	M	1,400	07/23/2002 ⁽¹⁾	07/23/2011	Common Stock	1,400
Incentive Stock	\$ 12.75	10/31/2007	M	100	07/23/2002	07/23/2011	Common Stock	100

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson James Denson Jr 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			SR VP/GM CARRIER NETWORKS DIV	SR VP/GM CARRIER NETWORKS DIV

Signatures

By: Cathy Bartels For: James Denson
Wilson Jr.

11/02/2007

__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 option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

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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