

ADTRAN INC

Form 4

October 26, 2005

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VOETSCH PETER C**

(Last) (First) (Middle)

**ADTRAN, 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)  
**10/24/2005**

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. VICE PRESIDENT, OPERATIONS**

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 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 10/24/2005                           |                                                    | M                              |                                                                   | 18,000 | A          | \$ 10.5                                                                                       | 18,000                                                   | D                                                     |
| Common Stock                    | 10/24/2005                           |                                                    | S                              |                                                                   | 18,000 | D          | \$ 29.994                                                                                     | 0                                                        | D                                                     |
| Common Stock                    | 10/24/2005                           |                                                    | M                              |                                                                   | 3,375  | A          | \$ 22.17                                                                                      | 3,375                                                    | D                                                     |
| Common Stock                    | 10/24/2005                           |                                                    | S                              |                                                                   | 3,375  | D          | \$ 29.994                                                                                     | 0                                                        | D                                                     |
| Common Stock                    | 10/24/2005                           |                                                    | M                              |                                                                   | 1,125  | A          | \$ 22.17                                                                                      | 1,125                                                    | D                                                     |

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Common Stock      10/24/2005      S      1,125      D      \$ 29.994      0      D

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title                                                |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 10.5                                                            | 10/24/2005                              |                                                             | M                                    | 18,000                                                                                                       | 10/16/2003 <sup>(1)</sup> 10/16/2012                           | Common<br>Stock                                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.17                                                           | 10/24/2005                              |                                                             | M                                    | 3,375                                                                                                        | 10/18/2005 <sup>(1)</sup> 10/18/2014                           | Common<br>Stock                                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.17                                                           | 10/24/2005                              |                                                             | M                                    | 1,125                                                                                                        | 10/18/2005 <sup>(1)</sup> 10/18/2014                           | Common<br>Stock                                      |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 10.5                                                            |                                         |                                                             |                                      |                                                                                                              | 10/16/2003 <sup>(1)</sup> 10/16/2012                           | Common<br>Stock                                      |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 14.04                                                           |                                         |                                                             |                                      |                                                                                                              | 04/20/2002 <sup>(1)</sup> 04/20/2011                           | Common<br>Stock                                      |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 22.17                                                           |                                         |                                                             |                                      |                                                                                                              | 10/18/2005 <sup>(1)</sup> 10/18/2014                           | Common<br>Stock                                      |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 32.27                                                           |                                         |                                                             |                                      |                                                                                                              | 11/25/2004 <sup>(1)</sup> 11/25/2013                           | Common<br>Stock                                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 32.27                                                           |                                         |                                                             |                                      |                                                                                                              | 11/25/2004 <sup>(1)</sup> 11/25/2013                           | Common<br>Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                                |       |
|------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                        | Other |
| VOETSCH PETER C<br>ADTRAN<br>901 EXPLORER BLVD<br>HUNTSVILLE, AL 35806 |               |           | SR. VICE PRESIDENT, OPERATIONS |       |

## Signatures

By: Cathy Bartels For: Peter C.  
Voetsch

10/26/2005

\*\*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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