

FREDRICKSON ROBERT A  
Form 4  
November 15, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FREDRICKSON ROBERT A

(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)  
11/14/2005

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 below) \_\_\_\_ Other (specify below)

Vice President Sales

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/14/2005		M	8,000	A \$ 10.5	16,000	D
Common Stock	11/14/2005		S	8,000	D \$ 30.763	8,000	D
Common Stock						2,000	I by Daughter (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 10.5	11/14/2005		M	8,000	10/16/2003 <sup>(2)</sup> 10/16/2012	Common Stock	8
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 <sup>(3)</sup> 07/12/2010	Common Stock	1
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 <sup>(2)</sup> 10/16/2012	Common Stock	9
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999 09/17/2008	Common Stock	9
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 <sup>(4)</sup> 07/23/2011	Common Stock	7
Incentive Stock Option (right to buy)	\$ 19.88					10/15/1997 10/15/2006	Common Stock	4
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 <sup>(2)</sup> 10/18/2014	Common Stock	4
Incentive Stock Option (right to buy)	\$ 30.04					10/17/2006 10/17/2015	Common Stock	3
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 <sup>(2)</sup> 11/25/2013	Common Stock	3
Non-Qualified Stock Option	\$ 12.75					07/23/2002 <sup>(2)</sup> 07/23/2011	Common Stock	3

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 18.03	07/15/2000 <sup>(5)</sup>	07/15/2009	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 19.63	02/05/1998	02/05/2007	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2005 <sup>(2)</sup>	10/18/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 30.04	10/17/2006	10/17/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 32.27	11/25/2004 <sup>(2)</sup>	11/25/2013	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICKSON ROBERT A 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President Sales	

## Signatures

By: Cathy Bartels For: Robert A.  
Fredrickson 11/15/2005

\_\_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) This transaction occurred in the Joint Account with Daughter, Stacie Fredrickson.
- (2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.
- (3) The option vests as follows: 1 share on 7/12/2003; 5,748 shares on 7/12/2004.
- (4) The option vests in five equal and annual installments beginning on the first anniversary date of the grant as shown in column 2.
- (5) The option vests in five (5) equal annual installments beginning on July 15, 2000.

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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