

FREDRICKSON ROBERT A
 Form 4
 January 25, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
ADTRAN INC [ADTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
901 EXPLORER BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP Sales Carrier Network

(Street)
HUNTSVILLE, AL 35806

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	01/21/2011	01/21/2011	M		3,098	A	\$ 32.265 3,098
Common Stock	01/21/2011	01/21/2011	S		3,098	D	\$ 41.4019 0 <u>(1)</u>
Common Stock	01/21/2011	01/21/2011	M		4,501	A	\$ 22.17 4,501
Common Stock	01/21/2011	01/21/2011	S		4,501	D	\$ 41.4019 0 <u>(1)</u>
	01/21/2011	01/21/2011	M		3,335	A	\$ 30.04 3,335

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Common Stock									
Common Stock	01/21/2011	01/21/2011	S	3,335	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	3,752	A	\$ 22.53		3,752	D
Common Stock	01/21/2011	01/21/2011	S	3,752	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	14,665	A	\$ 30.04		14,665	D
Common Stock	01/21/2011	01/21/2011	S	14,665	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	11,248	A	\$ 22.53		11,248	D
Common Stock	01/21/2011	01/21/2011	S	11,248	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	12,265	A	\$ 23.02		12,265	D
Common Stock	01/21/2011	01/21/2011	S	12,265	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	7,499	A	\$ 15.29		7,499	D
Common Stock	01/21/2011	01/21/2011	S	7,499	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	673	A	\$ 23.02		673	D
Common Stock	01/21/2011	01/21/2011	S	673	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	1	A	\$ 15.29		1	D
Common Stock	01/21/2011	01/21/2011	S	1	D	\$ <u>(1)</u>	41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	14,902	A	\$ 32.265		14,902	D

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Common Stock	01/21/2011	01/21/2011	S	14,902	D	\$ <u>(1)</u> 41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	13,499	A	\$ 22.17	13,499	D
Common Stock	01/21/2011	01/21/2011	S	13,499	D	\$ <u>(1)</u> 41.4019	0	D
Common Stock	01/21/2011	01/21/2011	M	3,750	A	\$ 23.46	3,750	D
Common Stock	01/21/2011	01/21/2011	S	3,750	D	\$ <u>(1)</u> 41.4019	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 32.265	01/21/2011	01/21/2011	M	3,098	11/25/2004 ⁽²⁾	11/25/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 22.17	01/21/2011	01/21/2011	M	4,501	10/17/2005 ⁽²⁾	10/17/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 30.04	01/21/2011	01/21/2011	M	3,335	10/17/2006 ⁽²⁾	10/17/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 22.53	01/21/2011	01/21/2011	M	3,752	11/03/2007 ⁽²⁾	11/03/2016	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 30.04	01/21/2011	01/21/2011	M	14,665	10/17/2006 ⁽²⁾	10/17/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.53	01/21/2011	01/21/2011	M	11,248	11/03/2007 ⁽²⁾	11/03/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.02	01/21/2011	01/21/2011	M	12,265	11/05/2008 ⁽²⁾	11/05/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.29	01/21/2011	01/21/2011	M	7,499	11/06/2009 ⁽²⁾	11/06/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 23.02	01/21/2011	01/21/2011	M	673	11/05/2008 ⁽²⁾	11/05/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 15.29	01/21/2011	01/21/2011	M	1	11/06/2009 ⁽²⁾	11/06/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.265	01/21/2011	01/21/2011	M	14,902	11/25/2004 ⁽²⁾	11/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17	01/21/2011	01/21/2011	M	13,499	10/18/2005 ⁽²⁾	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.46	01/21/2011	01/21/2011	M	3,750	11/07/2010 ⁽²⁾	11/07/2019	Common Stock

Reporting Owners

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

Signatures

Gayle S. Ellis by Power of Attorney
01/25/2011

**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).

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- The shares were sold in multiple transactions from \$41.13 to \$41.65. This amount represents the weighted average sale price of those
- (1) transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the issuer.
 - (2) 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. 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.