

FREDRICKSON ROBERT A
 Form 4
 November 10, 2005

FORM 4

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

OMB APPROVAL

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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

(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)
 11/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/10/2005		M	2,000 A \$ 9.719	10,000	D	
Common Stock	11/10/2005		S	2,000 D \$ 30	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.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Non-Qualified Stock Option (right to buy)	\$ 9.72	11/10/2005		M	2,000	01/04/2000	01/04/2009	Common Stock	2
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽²⁾	07/12/2010	Common Stock	1
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽³⁾	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 ⁽⁴⁾	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 ⁽³⁾	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 ⁽³⁾	11/25/2013	Common Stock	3
Non-Qualified Stock Option	\$ 8.7					07/12/2001 ⁽⁵⁾	07/12/2010	Common Stock	3

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(5) The option vests as follows: 15,000 shares vest on 8/30/02; 7,499 shares vest on 7/12/2003; and 1,752 shares vest on 7/12/2004.

(6) 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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