

VOETSCH PETER C
Form 4
July 29, 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 *
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)
07/28/2005

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)
SR. VICE PRESIDENT, OPERATIONS

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/28/2005		M		35,756	A	\$ 14.04
Common Stock	07/28/2005		S		35,756	D	\$ 26.734
Common Stock	07/28/2005		M		40,000	A	\$ 12.75
Common Stock	07/28/2005		S		40,000	D	\$ 26.734
Common Stock	07/28/2005		M		18,000	A	\$ 10.5

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Common Stock 07/28/2005 S 18,000 D \$ 26.734 0 D

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 10.5	07/28/2005		M	18,000	10/16/2003 ⁽¹⁾ 10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.75	07/28/2005		M	40,000	07/23/2002 ⁽¹⁾ 07/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.04	07/28/2005		M	35,756	04/20/2002 ⁽¹⁾ 04/20/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽¹⁾ 10/16/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 14.04					04/20/2002 ⁽¹⁾ 04/20/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽¹⁾ 10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽¹⁾ 11/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17					10/18/2005 ⁽¹⁾ 10/18/2014	Common Stock

Non-Qualified
 Stock Option \$ 32.27
 (right to buy)

11/25/2004⁽¹⁾ 11/25/2013

Common
 Stock

Reporting Owners

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

Signatures

By: Cathy Bartels For: Peter C.
 Voetsch

07/29/2005

__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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