

NICHOLS ROY J
Form 4
January 11, 2012

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 *
NICHOLS ROY J

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.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2011

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

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	(A) or (D)	Price
Common Stock	12/31/2011		M		16.205	A	17,654.205
Common Stock ⁽¹⁾	12/31/2011		D		0.205	D	\$ 30.16
Common Stock					5,421	I	by Spouse
Common Stock					11,663	I	by Trust
Common Stock					6	I	by Spouse as UTMA custodian for

Common Stock	6	I	granddaughter by Spouse as UTMA custodian for grandson
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Dividend Equivalent Rights	(2)	02/17/2011		A	3.183	(2) (2)	Common Stock 3.183
Dividend Equivalent Rights	(2)	05/12/2011		A	3.442	(2) (2)	Common Stock 3.442
Dividend Equivalent Rights	(2)	08/11/2011		A	4.957	(2) (2)	Common Stock 4.957
Dividend Equivalent Rights	(2)	11/10/2011		A	4.623	(2) (2)	Common Stock 4.623
Dividend Equivalent Rights	(1)	12/31/2011		M	16.205	(1) (1)	Common Stock 16.205

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS ROY J 901 EXPLORER BLVD.	X			

HUNTSVILLE, AL 35806

Signatures

Gayle S. Ellis by Power of
Attorney

01/11/2012

__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).

Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as

(1) dividends were paid on the Company's common stock and are paid in whole shares of common stock with the remainder paid in cash. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.

(2) The dividend equivalent rights accrued when and as dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.

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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