

MATTHEWS JAMES E
 Form 4/A
 February 04, 2013

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 *
MATTHEWS JAMES E

(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)
 11/07/2012

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/28/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr VP - Finance, CFO

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 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)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock <u>(1)</u>	<u>(2)</u>	11/07/2012	A		1,324		<u>(3)</u>	<u>(3)</u>	Common Stock	1,324			
Phantom Stock	<u>(2)</u>	02/16/2012	A		14.29		<u>(3)</u>	<u>(3)</u>	Common Stock	14.29	\$ 3		
Phantom Stock	<u>(2)</u>	05/10/2012	A		17.825		<u>(3)</u>	<u>(3)</u>	Common Stock	17.825	\$ 3		
Phantom Stock	<u>(2)</u>	08/09/2012	A		23.913		<u>(3)</u>	<u>(3)</u>	Common Stock	23.913	\$ 2		
Phantom Stock	<u>(3)</u>	11/08/2012	A		29.575		<u>(3)</u>	<u>(3)</u>	Common Stock	29.575	\$ 1		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS JAMES E 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X		Sr VP - Finance, CFO	

Signatures

Gayle S Ellis by Power of Attorney
Date: 02/04/2013

__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).

The first line in Table I of the Form 4 filed by the reporting person on November 28, 2012 incorrectly reported the acquisition of 1324 shares of common stock upon vesting of performance shares awarded pursuant to a grant of November 7, 2009 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan. Upon vesting of the performance shares, the reporting person deferred the receipt of 1324 shares of the Company's common stock and received instead 1324 shares of phantom stock pursuant to the Company's deferred compensation plan.

- (1) As a result, this Amendment amends the previously filed Form 4 by (i) deleting the first line in Table I and (ii) adding a line in Table II reporting the acquisition of 1324 shares of phantom stock upon vesting of the performance shares on November 7, 2012. The reporting person is also reporting the acquisition of additional phantom shares on each of February 16, 2012, May 10, 2012, August 9, 2012 and November 8, 2012, which were not previously reported.
- (2) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (3) The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.

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Upon vesting of performance shares awarded to the reporting person pursuant to grant of November 7, 2009 under the ADTRAN, Inc.

- (4) 2006 Employee Stock Incentive Plan, the reporting person deferred the receipt of 1324 shares of the Company's common stock and received instead 1324 shares of phantom stock pursuant to the Company's deferred compensation plan.

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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