

ADTRAN INC  
Form 8-K  
January 27, 2006

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 23, 2006**

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**ADTRAN, INC.**

*(Exact Name Of Registrant As Specified In Charter)*

**Delaware**  
(State of Incorporation)

**0-24612**  
(Commission File No.)

**63-0918200**  
(I.R.S. Employer  
Identification No.)

**901 Explorer Boulevard  
Huntsville, Alabama 35806-2807**  
(Address of principal executive offices, including zip code)

**(256) 963-8000**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On January 27, 2006, ADTRAN, Inc. (the "Company") announced that at its Board of Directors meeting on January 23, 2006, the Board of Directors accepted the resignation of Richard A. Anderson as a director and appointed Danny J. Windham to fill the vacancy created by Mr. Anderson's resignation effective January 23, 2006. Mr. Windham currently serves as President, Chief Operating Officer and Secretary of the Company. A copy of the press release announcing Mr. Windham's appointment and Mr. Anderson's resignation is attached as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibit is filed with this report.

**Exhibit    Description**

**No.**

99.1            - Press Release dated January 27, 2006

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ADTRAN, INC.**  
(Registrant)

Date: January 27, 2006

/s/James E. Matthews  
James E. Matthews  
Senior Vice President -  
Finance,  
Chief Financial Officer  
and  
Treasurer

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**Exhibit Index**

**Exhibit    Description**

**No.**

99.1            - Press Release dated January 27, 2006