HARVEY STEVEN L

Form 4

February 26, 2003

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

1. Name and Address of Reporting Person*

Harvey, Steven L.

(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. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for (Month/Day/Year

02/25/2003

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Description VP Sales EN Division and CSP

- 7. Individual or Joint/Group Filing (Check Applicable Line)
- X 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. Transactio Code (Instr. 8)		4. Securities Acquired n(A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	٧	Amount	A/D	Price	(Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	02/25/2003		М		3,000	А	\$25.375	3,000	D			

						urities Acquired, Dispos s, warrants, options, co	•	Owned	
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/	4. Transactio Code (Instr.8)	5. Number of nDerivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number Derivativ Securitic Benefici Owned Followin Reporte

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			Day/ Year)			(Instr. 3, 4 and 5)						Transac (Instr.4)
				Code	V	А	D	DE	ED	Title	Amount or Number of Shares	
Incentive Stock Option (Right to Buy)	\$25.375	02/25/2003		М			3,000	07/16/2002	07/16/07	Common Stock	3,000	\$ 9,23

Explanation of Responses:

 By:
 Date:

 /s/ Steven L. Harvey
 02/26/2003

 ** Signature of Reporting Person
 SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

 $^{^{\}star\star}$ Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).