

ADTRAN INC
Form 4
October 19, 2004

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOCKE P STEVEN

(Last) (First) (Middle)

**C/O 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)

10/18/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VICE PRESIDENT MKTG. CND

6. 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. 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	(D)	Price

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
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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)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Acquired or Disposed of	Number of Shares
Incentive Stock Option (right to buy)	\$ 22.17	10/18/2004	A		3,372		10/18/2005 ⁽¹⁾	10/18/2014	Common Stock			3
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2004	A		6,628		10/18/2005 ⁽¹⁾	10/18/2014	Common Stock			6
Incentive Stock Option (right to buy)	\$ 8.7						07/27/2001 ⁽²⁾	07/24/2010	Common Stock			2
Incentive Stock Option (right to buy)	\$ 10.5						10/16/2003 ⁽¹⁾	10/16/2012	Common Stock			1
Incentive Stock Option (right to buy)	\$ 12.75						07/23/2002 ⁽¹⁾	07/23/2011	Common Stock			7
Incentive Stock Option (right to buy)	\$ 32.27						11/25/2004 ⁽¹⁾	11/25/2013	Common Stock			2
Non-Qualified Stock Option (right to buy)	\$ 10.5						10/16/2003 ⁽¹⁾	10/16/2012	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 12.75						07/23/2002 ⁽¹⁾	07/23/2011	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 32.27						11/25/2004 ⁽¹⁾	11/25/2013	Common Stock			7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKE P STEVEN C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			VICE PRESIDENT MKTG. CND	

Signatures

By: Cathy Bartels For: P. Steven
Locke

10/19/2004

__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.
- (2) The option vests as follows: 5,748 shares on 8/30/02; 3,750 shares on 7/24/03; 3,750 shares on 7/24/04.

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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