**ADTRAN INC** Form 4 October 19, 2004

## FORM 4

if no longer

subject to

Section 16.

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

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* WINDHAM DANNY J

2. Issuer Name and Ticker or Trading

Symbol

ADTRAN INC [ADTN]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

ADTRAN, 901 EXPLORER BLVD. 10/18/2004

(Zip)

Director 10% Owner X\_ Officer (give title Other (specify

Issuer

below) Vice President & Gen. Mgr.

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

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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

**HUNTSVILLE, AL 35806** 

(State)

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 25,286 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: ADTRAN INC - Form 4

Derivative Scientify of Personation   Pers										
Incentive	Derivative Security	Conversion or Exercise Price of Derivative		Execution Date, if any	Transactio Code	onDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4,	Expiration (Month/D	Expiration Date		7. Title and Ar Underlying Se (Instr. 3 and 4)
Stock Option (right to buy)   S   22.17   10/18/2004   A   4.511   10/18/2005   10/18/2014   Stock Option (right to buy)   S   22.17   10/18/2004   A   35,489   10/18/2005   10/18/2014   Common Stock Option (right to buy)   S   8.7   Stock Option (right to buy)   S   8.7   Stock Option (right to buy)   S   8.7   Stock Option (right to buy)   Stock Option (right					Code V	(A) (I		cisable	•	Title
Stock Option (right to buy)   Incentive Stock Option (right to buy)   Stock Option (right to b	Stock Option	\$ 22.17	10/18/2004		A	4,511	10/18/20	005(1)	10/18/2014	Common Stock
Stock Option (right to buy)         \$ 8.7         07/12/2001 <sup>©</sup> 07/12/2001 <sup>©</sup> Stock Conting Stock Option (right to buy)         \$ 10.5         Common Stock Conting Stock Option (right to buy)         \$ 10.5 (right to buy)         \$ 10.16/2003 <sup>©</sup> 10/16/20012         Common Stock Conting Stock Option (right to buy)         \$ 10.66 (right to buy)         \$ 10.66 (right to buy)         \$ 10.66 (right to buy)         \$ 12.75 (right to buy)         \$ 11/25/2002 <sup>©</sup> 07/23/2001         \$ 11/25/2001         Common Stock Conting Stock Option (right to buy)         \$ 32.27 (right to buy)         \$ 32.27 (right to buy)         \$ 32.27 (right to buy)         \$ 8.7 (right to buy)         \$ 11/25/2004 <sup>©</sup> 11/25/2001 <sup>©</sup> 3 (right to buy)         \$ 10.5 (right to buy)         \$ 10.16/2003 <sup>©</sup> 10/16/2012         Common Stock Common Stock Conting Stock Option (right to buy)         \$ 10.5 (right to buy)         \$ 10.716/2003 <sup>©</sup> 10/16/2012         Common Stock Common Stock Conting Stock Option (right to buy)         \$ 12.75 (right to buy)         \$ 10.716/2003 <sup>©</sup> 10/15/2000 <sup>©</sup> 10/15/2000         Common Stock Common Stock Common Stock Conting Stock Option (right to buy)         \$ 18.03 (right to buy)         \$ 10.715/2000 <sup>©</sup> 10/15/2000         Common Stock Common Stock Common Stock Conting Stock Option (right to buy)         \$ 10.715/2000 <sup>©</sup> 10/15/2000         Common Stock Common Stock Common Stock Common Stock Common Stock Conting Stock Option (right to buy)         \$ 10.715/2000 <sup>©</sup> 10/15/2000         Common Stock Common Sto	Stock Option	\$ 22.17	10/18/2004		A	35,489	10/18/20	005 <u>(1)</u>	10/18/2014	Common Stock
Stock Option (right to buy)         \$10.5         10/16/2003_10         10/16/2012         Comm Stock Comm Stock           Incentive Stock Option (right to buy)         \$10.66         09/17/1999         09/17/1999         09/17/2008         Comm Stock Comm Stock Comm Stock           Incentive Stock Option (right to buy)         \$12.75         07/23/2002_10         07/23/2001         Comm Stock Comm	Stock Option	\$ 8.7					07/12/20	001 <u>(2)</u>	07/12/2010	Common Stock
Stock Option (right to buy)         \$ 10.66         09/17/1999         09/17/2008         Common Stock Common Stock Common Stock Common Stock Option (right to buy)         \$ 12.75         07/23/2002(1)         07/23/2002(1)         Common Stock Common Stock Common Stock Option (right to buy)         \$ 32.27         11/25/2004(1)         11/25/2004(1)         11/25/2001(1)         Common Stock Common Stock Common Stock Common Stock Option (right to buy)         \$ 8.7         07/12/2001(3)         07/12/2001(2)         Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Common Stock Common Common Stock Common Common Common Stock Common	Stock Option	\$ 10.5					10/16/20	003 <u>(1)</u>	10/16/2012	Common Stock
Stock Option (right to buy)         \$ 12.75 (right to buy)         \$ 07/23/2002(1)         \$ 07/23/2001(1)         Common Stock Option (right to buy)           Incentive Stock Option (right to buy)         \$ 32.27 (right to buy)         \$ 11/25/2004(1)         \$ 11/25/2004(1)         \$ 11/25/2001(3)         \$ Common Stock Option (right to buy)           Non-Qualified Stock Option (right to buy)         \$ 10.5 (right to buy)         \$ 10/16/2003(1)         \$ 10/16/2001(2)         \$ Common Stock Option (right to buy)           Non-Qualified Stock Option (right to buy)         \$ 12.75 (right to buy)         \$ 07/23/2002(1)         \$ 07/23/2001(1)         \$ Common Stock Option (right to buy)           Non-Qualified Stock Option (right to buy)         \$ 18.03 (right to buy)         \$ 07/15/2000(4)         \$ 07/15/2000(4)         \$ 07/15/2000(4)         \$ O7/15/2000(4)         \$ O	Stock Option	\$ 10.66					09/17/1	1999	09/17/2008	Common Stock
Stock Option (right to buy)         \$ 32.27 (right to buy)         \$ 11/25/2004(1) 11/25/2013         Common Stock Option (right to buy)         \$ 8.7 (right to buy)         \$ 8.7 (right to buy)         Common Stock Option (right to buy)         \$ 10/16/2003(1) 10/16/2012         Common Stock Option (right to buy)         \$ 10/16/2003(1) 10/16/2012         Common Stock Option (right to buy)         \$ 12.75 (right to buy)         O7/23/2002(1) 07/23/2011         Common Stock Option (right to buy)         \$ 18.03 (right to buy)         \$ 18.03 (right to buy)         O7/15/2000(4) 07/15/2009         Common Stock Option (right to buy)	Stock Option	\$ 12.75					07/23/20	002 <u>(1)</u>	07/23/2011	Common Stock
Stock Option (right to buy)         \$ 8.7 (right to buy)         \$ 8.7 (o7/12/2001 <sup>(3)</sup> O7/12/2010         Common Stock Option (right to buy)         \$ 10.5 (oright to buy)         \$ 10.5 (oright to buy)         \$ 10.5 (oright to buy)         \$ 10.7 (oright to buy)         \$ 12.75 (oright to buy)         \$ 12.75 (oright to buy)         \$ 18.03 (oright to buy)	Stock Option	\$ 32.27					11/25/20	004 <u>(1)</u>	11/25/2013	Common Stock
Stock Option (right to buy)       \$ 10.5       10/16/2003(1)       10/16/2012       Comme Stock Option (right to buy)         Non-Qualified Stock Option (right to buy)       \$ 12.75       07/23/2002(1)       07/23/2011       Comme Stock Option (right to buy)         Non-Qualified Stock Option (right to buy)       \$ 18.03       07/15/2000(4)       07/15/2009       Comme Stock Option (right to buy)	Stock Option	\$ 8.7					07/12/20	001 <u>(3)</u>	07/12/2010	Common Stock
Stock Option (right to buy)       \$ 12.75       07/23/2002(1) 07/23/2011       Common Stock         Non-Qualified Stock Option (right to buy)       \$ 18.03       07/15/2000(4) 07/15/2009       Common Stock	Stock Option	\$ 10.5					10/16/20	003 <u>(1)</u>	10/16/2012	Common Stock
Stock Option \$ 18.03 (right to buy) 07/15/2000(4) 07/15/2009 Stock Option Stock Option Stock Option (right to buy)	Stock Option	\$ 12.75					07/23/20	002(1)	07/23/2011	Common Stock
Non-Qualified \$ 32.27 11/25/2004(1) 11/25/2013 Comm	Stock Option	\$ 18.03					07/15/20	000(4)	07/15/2009	Common Stock
	Non-Qualified	\$ 32.27					11/25/20	004(1)	11/25/2013	Common

Stock Option Stock (right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WINDHAM DANNY J ADTRAN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806

Vice President & Gen. Mgr.

#### **Signatures**

By: Cathy Bartels For: Danny J.
Windham
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: One (1) share vests on 7/12/2003; 5,748 shares vest on 7/12/2004.
- (3) The option vests as follows: 22,500 shares on 08/30/02; 11,249 shares on 07/12/03; 5,502 shares on 07/12/04.
- (4) The option vests in five (5) equal annual installments beginning on July 15, 2000.

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.

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