

# FORM 4

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

OMB APPROVAL  
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[ ] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Wilson James Denson Jr</b>		<b>ADTRAN INC [ ADTN ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr. VP &amp; GM, Carrier Networks</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>901 EXPLORER BLVD.</b>		<b>11/25/2013</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>HUNTSVILLE, AL 35806-2807</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	11/25/2013		M		4438	A	\$22.53	5464	D	
Common Stock	11/25/2013		M		4344	A	\$23.02	9808	D	
Common Stock	11/25/2013		M		5251	A	\$15.29	15059	D	
Common Stock	11/25/2013		S		14033	D	\$24.5567 (1)	1026	D	
Common Stock								1898.56 (2)	I	by 401(k) plan

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive stock option (right to buy)	\$22.53	11/25/2013		M		4438		11/3/2007	11/3/2016	Common stock	4438	\$0	0	D	
Incentive stock option (right to buy)	\$23.02	11/25/2013		M		4344		11/5/2008	11/5/2017	Common stock	4344	\$0	0	D	
Incentive stock option (right to buy)	\$15.29	11/25/2013		M		5251		11/6/2009	11/6/2018	Common stock	5251	\$0	0	D	

### Explanation of Responses:

- The shares were sold in multiple transactions at prices ranging from \$24.46 to \$24.83. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- The reporting person has acquired shares of ADTN common stock under the ADTRAN, Inc. 401(k) plan. The information in this report is based on a plan statement as of Nov. 15, 2012.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Wilson James Denson Jr</b> <b>901 EXPLORER BLVD.</b> <b>HUNTSVILLE, AL 35806-2807</b>			<b>Sr. VP &amp; GM, Carrier Networks</b>	

