

# 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>FREDRICKSON ROBERT A</b>			<b>ADTRAN INC [ ADTN ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President Sales</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O ADTRAN, 901 EXPLORER BLVD</b>			<b>10/17/2005</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>HUNTSVILLE, AL 35806</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								8000	D	
Common Stock								2000	I	by Daughter (U)

**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)	\$30.04	10/17/2005		A		3335		10/17/2006	10/17/2015	Common Stock	3335	\$0	3335	D	
Non-Qualified Stock Option (right to buy)	\$30.04	10/17/2005		A		14665		10/17/2006	10/17/2015	Common Stock	14665	\$0	14665	D	
Incentive Stock Option (right to buy)	\$8.7							7/12/2001 (2)	7/12/2010	Common Stock	11498		11498	D	
Incentive Stock Option (right to buy)	\$10.5							10/16/2003 (3)	10/16/2012	Common Stock	9522		9522	D	
Incentive Stock Option (right to buy)	\$10.66							9/17/1999	9/17/2008	Common Stock	9384		9384	D	
Incentive Stock Option (right to buy)	\$12.75							7/23/2002 (4)	7/23/2011	Common Stock	7844		7844	D	
Incentive Stock Option (right to buy)	\$19.88							10/15/1997	10/15/2006	Common Stock	4000		4000	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 (3)	10/18/2014	Common Stock	4501		4501	D	
Incentive Stock Option (right to buy)	\$32.27							11/25/2004 (3)	11/25/2013	Common Stock	3098		3098	D	
Non-Qualified Stock Option (right to buy)	\$8.7							7/12/2001 (5)	7/12/2010	Common Stock	3504		3504	D	
Non-Qualified Stock Option (right to buy)	\$9.72							1/4/2000	1/4/2009	Common Stock	2000		2000	D	
Non-Qualified Stock Option (right to buy)	\$10.5							10/16/2003 (3)	10/16/2012	Common Stock	62478		62478	D	

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

1. Title of Derivative 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				
Non-Qualified Stock Option (right to buy)	\$12.75							7/23/2002 (3)	7/23/2011	Common Stock	32156		32156	D	
Non-Qualified Stock Option (right to buy)	\$18.03							7/15/2000 (6)	7/15/2009	Common Stock	80000		80000	D	
Non-Qualified Stock Option (right to buy)	\$19.63							2/5/1998	2/5/2007	Common Stock	4000		4000	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 (3)	10/18/2014	Common Stock	13499		13499	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (3)	11/25/2013	Common Stock	14902		14902	D	

**Explanation of Responses:**

- (1) This transaction occurred in the Joint Account with Daughter, Stacie Fredrickson.
- (2) The option vests as follows: 1 share on 7/12/2003; 5,748 shares on 7/12/2004.
- (3) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.
- (4) The option vests in five equal and annual installments beginning on the first anniversary date of the grant as shown in column 2.
- (5) The option vests as follows: 15,000 shares vest on 8/30/02; 7,499 shares vest on 7/12/2003; and 1,752 shares vest on 7/12/2004.
- (6) The option vests in five (5) equal annual installments beginning on July 15, 2000.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICKSON ROBERT A C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Vice President Sales	

**Signatures**

By: Cathy Bartels For: Robert A. Fredrickson

10/31/2005

\*\*Signature of Reporting Person

Date

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

\* 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).

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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