

# FORM 4

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

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## 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

<b>1. Name and Address of Reporting Person -*</b>  <b>STANTON THOMAS R</b>  (Last) (First) (Middle)  <b>901 EXPLORER BLVD.</b>  (Street)  <b>HUNTSVILLE, AL 35806</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ADTRAN INC [ ADTN ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman &amp; CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>8/11/2008</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	8/11/2008		M		9771	A	\$10.657	40883	D	
Common Stock	8/11/2008		S		9771	D	\$24	31112	D	
Common Stock	8/11/2008		M		2129	A	\$10.657	33241	D	
Common Stock	8/11/2008		S		2129	D	\$24.01	31112	D	
Common Stock	8/11/2008		M		4408	A	\$10.657	35520	D	
Common Stock	8/11/2008		S		4408	D	\$24.02	31112	D	
Common Stock	8/11/2008		M		3763	A	\$10.657	34875	D	
Common Stock	8/11/2008		S		3763	D	\$24.03	31112	D	
Common Stock	8/11/2008		M		5445	A	\$10.657	36557	D	
Common Stock	8/11/2008		S		5445	D	\$24.04	31112	D	
Common Stock	8/11/2008		M		1051	A	\$10.657	32163	D	
Common Stock	8/11/2008		S		1051	D	\$24.05	31112	D	
Common Stock	8/11/2008		M		13200	A	\$10.657	44312	D	
Common Stock	8/11/2008		S		13200	D	\$24.07	31112	D	
Common Stock	8/11/2008		M		7274	A	\$10.657	38386	D	
Common Stock	8/11/2008		S		7274	D	\$24.08	31112	D	
Common Stock	8/11/2008		M		100	A	\$10.657	31212	D	
Common Stock	8/11/2008		S		100	D	\$24.08	31112	D	
Common Stock	8/11/2008		M		100	A	\$10.657	31212	D	
Common Stock	8/11/2008		S		100	D	\$24.09	31112	D	
Common Stock	8/11/2008		M		14645	A	\$10.657	45757	D	
Common Stock	8/11/2008		S		14645	D	\$24.1	31112	D	
Common Stock	8/11/2008		M		2430	A	\$10.657	33542	D	
Common Stock	8/11/2008		S		2430	D	\$24.12	31112	D	
Common Stock	8/11/2008		M		5000	A	\$10.657	36112	D	
Common Stock	8/11/2008		S		5000	D	\$24.2	31112	D	
Common Stock	8/11/2008		M		1300	A	\$10.657	32412	D	
Common Stock	8/11/2008		S		1300	D	\$24.06	31112	D	
Common Stock	8/11/2008		M		9384	A	\$10.657	40496	D	
Common Stock	8/11/2008		F		4149	D	\$24.1	36347	D	

**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)	\$10.66	8/11/2008		M		9384		9/17/1999	9/17/2008	Common Stock	9384	\$0	0	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)	\$10.66	8/11/2008		M			9771	9/17/1999	9/17/2008	Common Stock	9771	\$0	60845	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			2129	9/17/1999	9/17/2008	Common Stock	2129	\$0	58716	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			4408	9/17/1999	9/17/2008	Common Stock	4408	\$0	54308	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			3763	9/17/1999	9/17/2008	Common Stock	3763	\$0	50545	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			5445	9/17/1999	9/17/2008	Common Stock	5445	\$0	45100	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			1051	9/17/1999	9/17/2008	Common Stock	1051	\$0	44049	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			13200	9/17/1999	9/17/2008	Common Stock	13200	\$0	30849	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			7274	9/17/1999	9/17/2008	Common Stock	7274	\$0	23575	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			100	9/17/1999	9/17/2008	Common Stock	100	\$0	23475	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			100	9/17/1999	9/17/2008	Common Stock	100	\$0	23375	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			14645	9/17/1999	9/17/2008	Common Stock	14645	\$0	8730	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			2430	9/17/1999	9/17/2008	Common Stock	2430	\$0	6300	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			5000	9/17/1999	9/17/2008	Common Stock	5000	\$0	1300	D	
Non-Qualified Stock Option (right to buy)	\$10.66	8/11/2008		M			1300	9/17/1999	9/17/2008	Common Stock	1300	\$0	0	D	

**Explanation of Responses:**

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANTON THOMAS R 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X		Chairman & CEO	

**Signatures**

By: Cathy Bartels For: Thomas R. Stanton

8/12/2008

—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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