

# FORM 4

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

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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>MATTHEWS JAMES E</b> <small>(Last) (First) (Middle)</small>  <b>ADTRAN, 901 EXPLORER BLVD</b> <small>(Street)</small>  <b>HUNTSVILLE, AL 35806</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ADTRAN INC [ ADTN ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/26/2004</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Sr. Vice President, Chief</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
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**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	1/26/2004		M		10000	A	\$10.5	10000	D	
Common Stock	1/26/2004		S		10000	D	\$35	0	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$10.5	1/26/2004		M	10000	10/16/2003 (1)	10/16/2012	Common Stock	10000	\$0	30000	D	
Incentive Stock Option (right to buy)	\$14.36					1/10/2003 (1)	1/10/2012	Common Stock	27864		27864	D	
Incentive Stock Option (right to buy)	\$32.27					11/25/2004 (1)	11/25/2013	Common Stock	3098		3098	D	
Non-Qualified Stock Option (right to buy)	\$14.36					1/10/2003 (1)	1/10/2012	Common Stock	22136		22136	D	
Non-Qualified Stock Option (right to buy)	\$32.27					11/25/2004 (1)	11/25/2013	Common Stock	11902		11902	D	

**Explanation of Responses:**

(1) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

**Remarks:**

All option amounts reflect an adjustment as a result of a two-for-one stock split on the common stock, effective December 15, 2003, effected in the form of a stock dividend of one share of common stock for each outstanding share of common stock for shareholders of record of the issuer on December 1, 2003.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS JAMES E ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Sr. Vice President, Chief	

**Signatures**

**By: Charlene Little For: James E. Matthews**

**1/26/2004**

\*\* 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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