

FORM 4

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

OMB APPROVAL
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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

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)		
Wilson James Denson Jr			ADTRAN INC [ADTN]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
901 EXPLORER BLVD.			11/2/2006					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
HUNTSVILLE, AL 35806						<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			

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	11/2/2006		A		6997		11/2/2007	11/2/2016	Common Stock	6997	\$0	6997	D	
Non-Qualified Stock Option (right to buy)	\$22.53	11/2/2006		A		13003		11/2/2007	11/2/2016	Common Stock	13003	\$0	13003	D	
Incentive Stock Option (right to buy)	\$10.5							10/10/2003	10/10/2012	Common Stock	5000		5000	D	
Incentive Stock Option (right to buy)	\$12.75							7/23/2002	7/23/2011	Common Stock	1500		1500	D	
Incentive Stock Option (right to buy)	\$18.032							7/15/2000	7/15/2009	Common Stock	500		500	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005	10/18/2014	Common Stock	4000		4000	D	
Incentive Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	6158		6158	D	
Incentive Stock Option (right to buy)	\$32.265							11/25/2004	11/25/2013	Common Stock	4000		4000	D	
Non-Qualified Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	1842		1842	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson James Denson Jr 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Senior Vice President	

Signatures

By: Cathy Bartels For: James Denson Wilson Jr.

11/6/2006

—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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