

# 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

<b>1. Name and Address of Reporting Person -*</b>  <b>LOCKE P STEVEN</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>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/8/2011</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP - Service Provider Sales</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>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	2/8/2011		M		2670	A	\$32.265	2670	D	
Common Stock	2/8/2011		S		2670	D	\$44.8097 (U)	0	D	
Common Stock	2/8/2011		M		3983	A	\$30.04	3983	D	
Common Stock	2/8/2011		S		3983	D	\$44.8097 (U)	0	D	
Common Stock	2/8/2011		M		7330	A	\$32.265	7330	D	
Common Stock	2/8/2011		S		7330	D	\$44.8097 (U)	0	D	
Common Stock	2/8/2011		M		6017	A	\$30.04	6017	D	
Common Stock	2/8/2011		S		6017	D	\$44.8097 (U)	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				
Incentive Stock Option (Right to Buy)	\$32.265	2/8/2011		M		2670		11/25/2004	11/25/2013	Common Stock	2670	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$30.04	2/8/2011		M		3983		10/17/2006	10/17/2015	Common Stock	3983	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$32.265	2/8/2011		M		7330		11/25/2004	11/25/2013	Common Stock	7330	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$30.04	2/8/2011		M		6017		10/17/2006	10/17/2015	Common Stock	6017	\$0.00	0	D	

**Explanation of Responses:**

- (1) The shares were sold in multiple transactions at prices ranging from \$44.79 to \$44.89. 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>LOCKE P STEVEN</b> <b>901 EXPLORER BLVD.</b> <b>HUNTSVILLE, AL 35806</b>			<b>VP - Service Provider Sales</b>	

**Signatures**

**Gayle Ellis by Power of Attorney**

**2/10/2011**

**\*\*** 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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