

# 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

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>THRAILKILL HOWARD A</b>			<b>ADTRAN INC [ ADTN ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; COO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>ADTRAN, 901 EXPLORER BLVD.</b>			<b>7/27/2005</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	7/27/2005		M		45478	A	\$10.5	86878	D	
Common Stock	7/27/2005		S		45478	D	\$27	41400	D	
Common Stock	7/27/2005		M		67156	A	\$12.75	108556	D	
Common Stock	7/27/2005		S		67156	D	\$27	41400	D	
Common Stock	7/27/2005		M		7522	A	\$10.5	48922	D	
Common Stock	7/27/2005		S		7522	D	\$27	41400	D	
Common Stock	7/27/2005		M		2000	A	\$10.5	43400	D	
Common Stock	7/27/2005		M		7844	A	\$12.75	51244	D	
Common Stock	7/27/2005		S		7844	D	\$27	43400	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)	\$10.5	7/27/2005		M		7522		10/16/2003 (1)	10/16/2012	Common Stock	7522	\$0	2000	D	
Incentive Stock Option (right to buy)	\$10.5	7/27/2005		M		2000		10/16/2003 (1)	10/16/2012	Common Stock	2000	\$0	0	D	
Incentive Stock Option (right to buy)	\$12.75	7/27/2005		M		7844		7/23/2002 (2)	7/23/2011	Common Stock	7844	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$10.5	7/27/2005		M		45478		10/16/2003 (1)	10/16/2012	Common Stock	45478	\$0	27500	D	
Non-Qualified Stock Option (right to buy)	\$12.75	7/27/2005		M		67156		7/23/2002 (2)	7/23/2011	Common Stock	67156	\$0	0	D	
Incentive Stock Option (right to buy)	\$8.7							7/12/2001 (3)	7/12/2010	Common Stock	11498		11498	D	
Non-Qualified Stock Option (right to buy)	\$8.7							7/12/2001 (4)	7/12/2010	Common Stock	16628		16628	D	
Non-Qualified Stock Option (right to buy)	\$18.03							7/15/2000 (5)	7/15/2009	Common Stock	7729		7729	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (6)	11/25/2013	Common Stock	5000		5000	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.
- (2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 3.
- (3) The option vests as follows: One (1) share vests on 7/12/2003; 5,748 shares vest on 7/12/2004.
- (4) The option vests as follows: 28,126 shares vest on 08/30/02; 14,061 shares vest on 7/12/2003; 8,314 shares vest on 07/12/2004.
- (5) The option vests in five (5) equal annual installments beginning on July 15, 2000.
- (6) Option is 100% vested on first anniversary date of grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>THRAILKILL HOWARD A ADTRAN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806</b>	<b>X</b>		<b>President &amp; COO</b>	

**Signatures**By: Cathy Bartels For: Howard A. Thraikill7/28/2005

\*\*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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