

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person * NICHOLS ROY J (Last) (First) (Middle) 901 EXPLORER BLVD. (Street) HUNTSVILLE, AL 35806 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ADTRAN INC [ADTN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/17/2011</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	3A. 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	12/31/2011		M		16.205	A	(1)	17654.205	D	
Common Stock (1)	12/31/2011		D		0.205	D	\$30.16	17654	D	
Common Stock								5421	I	by Spouse
Common Stock								11663	I	by Trust
Common Stock								6	I	by Spouse as UTMA custodian for granddaughter
Common Stock								6	I	by Spouse as UTMA custodian for grandson

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				
Dividend Equivalent Rights	(2)	2/17/2011		A		3.183		(2)	(2)	Common Stock	3.183	\$ 0	3.183	D	
Dividend Equivalent Rights	(2)	5/12/2011		A		3.442		(2)	(2)	Common Stock	3.442	\$ 0	6.625	D	
Dividend Equivalent Rights	(2)	8/11/2011		A		4.957		(2)	(2)	Common Stock	4.957	\$ 0	11.582	D	
Dividend Equivalent Rights	(2)	11/10/2011		A		4.623		(2)	(2)	Common Stock	4.623	\$ 0	16.205	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						
Dividend Equivalent Rights	(1)	12/31/2011		M			16.205	(1)	(1)	Common Stock	16.205	(1)	0	D			

Explanation of Responses:

- (1) Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as dividends were paid on the Company's common stock and are paid in whole shares of common stock with the remainder paid in cash. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- (2) The dividend equivalent rights accrued when and as dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS ROY J 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X			

Signatures

Gayle S. Ellis by Power of Attorney

1/11/2012

** 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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