

# FORM 4

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

OMB APPROVAL  
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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 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>STANTON THOMAS R</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>CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>901 EXPLORER BLVD.</b>			<b>1/26/2011</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	1/26/2011	1/26/2011	M		112156	A	\$12.75	156297	D	
Common Stock	1/26/2011	1/26/2011	S		112156	D	\$41.5029 (U)	44141	D	
Common Stock	1/26/2011	1/26/2011	M		98478	A	\$10.50	142619	D	
Common Stock	1/26/2011	1/26/2011	S		98478	D	\$41.5029 (U)	44141	D	
Common Stock	1/26/2011	1/26/2011	M		7844	A	\$12.75	51985	D	
Common Stock	1/26/2011	1/26/2011	F		2354	D	\$42.49	49631	D	
Common Stock	1/26/2011	1/26/2011	M		9522	A	\$10.50	59153	D	
Common Stock	1/26/2011	1/26/2011	F		2354	D	\$42.49	56799	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				
Non-Qualified Stock Option (Right to Buy)	\$12.75	1/26/2011		M		112156		7/23/2002	7/23/2011 (2)	Common Stock	112156	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$10.50	1/26/2011		M		98478		10/16/2003	10/16/2012 (2)	Common Stock	98478	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$12.75	1/26/2011		M		7844		7/23/2002	7/23/2011 (2)	Common Stock	7844	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$10.50	1/26/2011		M		9522		10/16/2003	10/16/2012 (2)	Common Stock	9522	\$0.00	0	D	

**Explanation of Responses:**

- The shares were sold in multiple transactions at prices ranging from \$41.50 to \$41.55. 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.
- The option vests in four equal and annual installments beginning on the first anniversary of the grant as shown in column 6.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>STANTON THOMAS R 901 EXPLORER BLVD.</b>	<b>X</b>		<b>CEO</b>	

HUNTSVILLE, AL 35806

**Signatures**

**Gayle S. Ellis by Power of Attorney**

**1/28/2011**

**—**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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