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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 13, 2004**

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**ADTRAN, Inc.**

*(Exact name of registrant as specified in its charter)*

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**Delaware**  
*(State of Incorporation)*

**0-24612**  
*(Commission file number)*

**63-0918200**  
*(I.R.S. Employer  
Identification Number)*

**901 Explorer Boulevard, Huntsville, Alabama 35806-2807**  
*(Address of principal executive offices, including zip code)*

**(256) 963-8000**  
*(Registrant's telephone number, including area code)*

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**Item 7. Financial Statements and Exhibits**

(c) Exhibits.

The following exhibit is furnished as part of this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 13, 2004

**Item 12. Results of Operations and Financial Condition**

On April 13, 2004, ADTRAN, Inc. announced its financial results for the fiscal quarter ended March 31, 2004 and certain other information. ADTRAN also announced that its Board of Directors declared a quarterly cash dividend. The quarterly cash dividend is \$0.08 per common share to be paid to holders of record at the close of business on May 4, 2004. The ex-dividend date is April 30, 2004 and the payment date is May 18, 2004. A copy of ADTRAN's press release announcing such financial results and other information is attached as Exhibit 99.1 hereto and incorporated by reference herein.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on April 13, 2004.

**ADTRAN, Inc.**  
**(Registrant)**

By: /s/ James E. Matthews

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James E. Matthews  
Senior Vice President – Finance,  
Chief Financial Officer and Treasurer

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**EXHIBIT INDEX**

**Exhibit Number**

**Description**

99.1

Press Release dated April 13, 2004

**ADTRAN, INC.**  
**REPORTS FIRST QUARTER 2004 RESULTS and DECLARES QUARTERLY CASH DIVIDEND**

**HUNTSVILLE, Ala.—(BUSINESS WIRE)** —April 13, 2004—ADTRAN, Inc. (NASDAQ: ADTN -News) reported results for the first quarter ended March 31, 2004. Sales increased 32% to \$114,039,000 for the quarter compared to \$86,223,000 for the first quarter of 2003.

Net income increased 94% to \$20,398,000 for the quarter compared to \$10,539,000 for the first quarter of 2003. Earnings per share, assuming dilution, were \$0.25 for the quarter compared to \$0.14 for the first quarter of 2003.

Gross margin improved to 57.5% for the quarter compared to 54.6% in the first quarter of 2003. The increase in gross margin is principally the result of continuing improvements in manufacturing efficiencies and product cost reductions.

Net cash provided by operating activities totaled \$28 million for the first quarter. Cash and marketable securities, net of debt, totaled \$352 million, at March 31, 2004.

ADTRAN Chairman and Chief Executive Officer Mark Smith stated, “Expanding revenues for new products were a significant contributor to record first quarter sales and earnings for our company. In spite of the normal seasonal weakness of the first quarter, this quarter’s results showed the first sequential increase in revenue from the fourth quarter since 1999. We anticipate increasing revenues from new products will persist in providing our primary growth, augmented by continuing share gains and recovering traditional markets.”

The Company also announced that its Board of Directors declared a cash dividend for the fourth consecutive quarter. The quarterly cash dividend is \$0.08 per common share to be paid to holders of record at the close of business on May 4, 2004. The ex-dividend date is April 30, 2004 and the payment date is May 18, 2004.

The Company also confirmed that its first quarter conference call will be held Wednesday, April 14 at 9:30 a.m. Central Time. Guidance for the second quarter and year 2004 will be issued during this conference call. This conference call will be webcast live through StreetEvents.com. To listen, simply visit the Investor Relations site at <http://www.adtran.com> or <http://streetevents.com> approximately 10 minutes prior to the start of the call and click on the conference call link provided.

An online replay of the conference call will be available for seven days at <http://streetevents.com>. In addition, an online replay of the conference call, as well as the text of the Company’s earnings release, will be available on the Investor Relations site at <http://www.adtran.com> for at least 12 months following the call.

ADTRAN, Inc. is an established supplier of advanced transmission products that provide users access to today’s expansive telecommunications networks. Widely deployed in carrier, enterprise and global networks worldwide, ADTRAN products support all major digital access technologies. ADTRAN equipment is widely deployed by major Incumbent Local Exchange Carriers, Inter-exchange Carriers, ISPs, Competitive Service Providers, international service providers, public and private enterprises, and original equipment manufacturers.

This press release contains forward-looking statements which reflect management’s best judgment based on factors currently known. However, these statements involve risks and uncertainties, including the successful development and market acceptance of new products, the degree of competition in the market for such products, the product and channel mix, component costs, manufacturing efficiencies, and other risks detailed in our annual report on Form 10-K for the year ended December 31, 2003. Such risks and uncertainties could cause actual results to differ materially from those in the forward-looking statements included in this press release.

**Condensed Balance Sheet**  
**March 31, 2004**  
**Unaudited**  
**(In thousands)**

	<u>March 31,</u> <u>2004</u>
Assets	
Cash & cash equivalents	\$171,166
Short-term investments	\$ 21,550
Accounts receivable (net)	\$ 66,718
Other receivables	\$ 5,044
Inventory (net)	\$ 44,380
Prepaid expenses and other current assets	\$ 6,277
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Total current assets	\$315,135
Equipment (net)	\$ 26,103
Land	\$ 4,263
Bldg. & land improvements (net)	\$ 64,692
Other assets	\$ 493
Deferred tax assets	\$ 2,580
Long-term investments	\$210,984
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Total long-term assets	\$309,115
Total assets	\$624,250
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Liabilities and stockholders' equity	
Accounts payable	\$ 28,446
Accrued wages and benefits	\$ 8,559
Accrued liabilities	\$ 13,333
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Total current liabilities	\$ 50,338
Deferred tax liabilities	\$ 7,398
Other non-current liabilities	\$ 1,303
Long-term debt	\$ 50,000
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Total long-term liabilities	\$ 58,701
Total liabilities	\$109,039
Stockholders' equity	\$515,211
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Total liabilities and stockholders' equity	\$624,250
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**Condensed Statements of Income**  
**For the periods ending 3/31/04 and 3/31/03**  
**(In thousands, except per share data)**  
**Unaudited**

	<b>First Quarter</b>	<b>First Quarter</b>
	<b>2004</b>	<b>2003</b>
Sales	\$ 114,039	\$ 86,223
Cost of sales	\$ 48,521	\$ 39,150
Gross profit	\$ 65,518	\$ 47,073
Selling, general and administrative expenses	\$ 22,272	\$ 20,152
Research and development expenses	\$ 14,817	\$ 14,271
Profit from operations	\$ 28,429	\$ 12,650
Interest expense	\$ (644)	\$ (660)
Other income (primarily interest)	\$ 2,434	\$ 2,855
Income before provision for income taxes	\$ 30,219	\$ 14,845
Provision for income taxes	\$ (9,821)	\$ (4,306)
Net income	\$ 20,398	\$ 10,539
Weighted average shares outstanding		
Basic	79,500	75,190
Diluted (1)	82,792	77,924
Earnings per common share		
Basic	\$ 0.26	\$ 0.14
Diluted (1)	\$ 0.25	\$ 0.14

(1) Assumes exercise of dilutive stock options calculated under the treasury stock method.

**CONTACT:**

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Chief Financial Officer  
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**INVESTOR SERVICES/ASSISTANCE:**

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