

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

1. Name and Address of Reporting Person -* SCHNEIDER KEVIN W (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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/14/2008</p>		4. If Amendment, Date Original Filed (MM/DD/YYYY) (Date)
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		

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	5/14/2008		M		2900	A	\$10.657	22726	D	
Common Stock	5/14/2008		S		2900	D	\$24.69	19826	D	
Common Stock	5/14/2008		M		2300	A	\$10.657	22126	D	
Common Stock	5/14/2008		S		2300	D	\$24.7	19826	D	
Common Stock	5/14/2008		M		3300	A	\$10.657	23126	D	
Common Stock	5/14/2008		S		3300	D	\$24.72	19826	D	
Common Stock	5/14/2008		M		300	A	\$10.657	20126	D	
Common Stock	5/14/2008		S		300	D	\$24.73	19826	D	
Common Stock	5/14/2008		M		900	A	\$10.657	20726	D	
Common Stock	5/14/2008		S		900	D	\$24.74	19826	D	
Common Stock	5/14/2008		M		300	A	\$10.657	20126	D	
Common Stock	5/14/2008		S		300	D	\$24.71	19826	D	
Common Stock								800	I	IRA

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)	\$10.66	5/14/2008		M		2900		9/17/1999	9/17/2008	Common Stock	2900	\$0	16848	D	
Incentive Stock Option (right to buy)	\$10.66	5/14/2008		M		2300		9/17/1999	9/17/2008	Common Stock	2300	\$0	14548	D	
Incentive Stock Option (right to buy)	\$10.66	5/14/2008		M		3300		9/17/1999	9/17/2008	Common Stock	3300	\$0	11248	D	
Incentive Stock Option (right to buy)	\$10.66	5/14/2008		M		300		9/17/1999	9/17/2008	Common Stock	300	\$0	10948	D	
Incentive Stock Option (right to buy)	\$10.66	5/14/2008		M		900		9/17/1999	9/17/2008	Common Stock	900	\$0	10048	D	
Incentive Stock Option (right to buy)	\$10.66	5/14/2008		M		300		9/17/1999	9/17/2008	Common Stock	300	\$0	9748	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER KEVIN W 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Chief Technology Officer	

Signatures

By: Cathy Bartels For: Kevin W. Schneider

5/29/2008

**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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