

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 * FREDRICKSON ROBERT A (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) VP Sales Carrier Network
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/21/2010</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	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	1/21/2011	1/21/2011	M		3098	A	\$32.265	3098	D	
Common Stock	1/21/2011	1/21/2011	S		3098	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		4501	A	\$22.17	4501	D	
Common Stock	1/21/2011	1/21/2011	S		4501	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		3335	A	\$30.04	3335	D	
Common Stock	1/21/2011	1/21/2011	S		3335	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		3752	A	\$22.53	3752	D	
Common Stock	1/21/2011	1/21/2011	S		3752	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		14665	A	\$30.04	14665	D	
Common Stock	1/21/2011	1/21/2011	S		14665	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		11248	A	\$22.53	11248	D	
Common Stock	1/21/2011	1/21/2011	S		11248	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		12265	A	\$23.02	12265	D	
Common Stock	1/21/2011	1/21/2011	S		12265	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		7499	A	\$15.29	7499	D	
Common Stock	1/21/2011	1/21/2011	S		7499	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		673	A	\$23.02	673	D	
Common Stock	1/21/2011	1/21/2011	S		673	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		1	A	\$15.29	1	D	
Common Stock	1/21/2011	1/21/2011	S		1	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		14902	A	\$32.265	14902	D	
Common Stock	1/21/2011	1/21/2011	S		14902	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		13499	A	\$22.17	13499	D	
Common Stock	1/21/2011	1/21/2011	S		13499	D	\$41.4019 (U)	0	D	
Common Stock	1/21/2011	1/21/2011	M		3750	A	\$23.46	3750	D	
Common Stock	1/21/2011	1/21/2011	S		3750	D	\$41.4019 (U)	0	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)	\$32.265	1/21/2011	1/21/2011	M		3098		11/25/2004 (2)	11/25/2013	Common Stock	3098	\$0.00	0	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				
Incentive Stock Option (right to buy)	\$22.17	1/21/2011	1/21/2011	M			4501	10/17/2005 (2)	10/17/2014	Common Stock	4501	\$0.00	0	D	
Incentive Stock Option (right to buy)	\$30.04	1/21/2011	1/21/2011	M			3335	10/17/2006 (2)	10/17/2015	Common Stock	3335	\$0.00	0	D	
Incentive Stock Option (right to buy)	\$22.53	1/21/2011	1/21/2011	M			3752	11/3/2007 (2)	11/3/2016	Common Stock	3752	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$30.04	1/21/2011	1/21/2011	M			14665	10/17/2006 (2)	10/17/2015	Common Stock	14665	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$22.53	1/21/2011	1/21/2011	M			11248	11/3/2007 (2)	11/3/2016	Common Stock	11248	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$23.02	1/21/2011	1/21/2011	M			12265	11/5/2008 (2)	11/5/2017	Common Stock	12265	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$15.29	1/21/2011	1/21/2011	M			7499	11/6/2009 (2)	11/6/2018	Common Stock	7499	\$0.00	3702	D	
Incentive Stock Option (right to buy)	\$23.02	1/21/2011	1/21/2011	M			673	11/5/2008 (2)	11/5/2017	Common Stock	673	\$0.00	4312	D	
Incentive Stock Option (right to buy)	\$15.29	1/21/2011	1/21/2011	M			1	11/6/2009 (2)	11/6/2018	Common Stock	1	\$0.00	3798	D	
Non-Qualified Stock Option (right to buy)	\$32.265	1/21/2011	1/21/2011	M			14902	11/25/2004 (2)	11/25/2013	Common Stock	14902	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$22.17	1/21/2011	1/21/2011	M			13499	10/18/2005 (2)	10/18/2014	Common Stock	13499	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$23.46	1/21/2011	1/21/2011	M			3750	11/7/2010 (2)	11/7/2019	Common Stock	3750	\$0.00	5682	D	

Explanation of Responses:

- (1) The shares were sold in multiple transactions from \$41.13 to \$41.65. This amount represents the weighted average sale price of those 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.
- (2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICKSON ROBERT A 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			VP Sales Carrier Network	

Signatures

Gayle S. Ellis by Power of Attorney

1/25/2011

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.