

# FORM 4

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

OMB APPROVAL  
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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>LOCKE P STEVEN</b>			<b>ADTRAN INC [ ADTN ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP - Service Provider Sales</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>2/1/2011</b>					
<b>901 EXPLORER BLVD.</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>HUNTSVILLE, AL 35806</b>								
(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	2/1/2011		M		2500	A	\$22.53	2500	D	
Common Stock	2/1/2011		S		2500	D	\$41.6966 (U)	0	D	
Common Stock	2/1/2011		M		1897	A	\$23.02	1897	D	
Common Stock	2/1/2011		S		1897	D	\$41.6966 (U)	0	D	
Common Stock	2/1/2011		M		2875	A	\$23.46	2875	D	
Common Stock	2/1/2011		S		2875	D	\$41.6966 (U)	0	D	
Common Stock	2/1/2011		M		978	A	\$23.02	978	D	
Common Stock	2/1/2011		S		978	D	\$41.6966 (U)	0	D	
Common Stock	2/1/2011		M		2875	A	\$15.29	2875	D	
Common Stock	2/1/2011		S		2875	D	\$41.6966 (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)	\$22.53	2/1/2011		M		2500		11/3/2007	11/3/2016	Common Stock	2500	\$0.00	0	D	
Incentive Stock Option (right to buy)	\$23.02	2/1/2011		M		1897		11/5/2008	11/5/2017	Common Stock	1897	\$0.00	2875	D	
Non-Qualified Stock Option (Right to Buy)	\$23.46	2/1/2011		M		2875		11/7/2010	11/7/2019	Common Stock	2875	\$0.00	3362	D	
Non-Qualified Stock Option (right to buy)	\$23.02	2/1/2011		M		978		11/5/2008	11/5/2017	Common Stock	978	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$15.29	2/1/2011		M		2875		11/6/2009	11/6/2018	Common Stock	2875	\$0.00	664	D	

### Explanation of Responses:

- (1) The shares were sold in multiple transactions at prices ranging from \$41.66 to \$41.78. 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.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>LOCKE P STEVEN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806</b>			<b>VP - Service Provider Sales</b>	

**Signatures**

**Gayle Ellis by Power of Attorney**

**2/3/2011**

\*\*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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