

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
WINDHAM DANNY J			ADTRAN INC [ADTN]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
901 EXPLORER BLVD.			11/23/2005					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
HUNTSVILLE, AL 35806						<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	11/23/2005		M		20000	A	\$18.032	55008	D	
Common Stock	11/23/2005		S		20000	D	\$31.092	35008	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				
Non-Qualified Stock Option (right to buy)	\$18.03	11/23/2005		M		20000		7/15/2000 (1)	7/15/2009	Common Stock	20000	\$0	0	D	
Incentive Stock Option (right to buy)	\$10.5							10/16/2003 (2)	10/16/2012	Common Stock	9522		9522	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 (2)	10/18/2014	Common Stock	4511		4511	D	
Incentive Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	3328		3328	D	
Incentive Stock Option (right to buy)	\$32.27							11/25/2004 (2)	11/25/2013	Common Stock	3098		3098	D	
Non-Qualified Stock Option (right to buy)	\$8.7							7/12/2001 (3)	7/12/2010	Common Stock	33502		33502	D	
Non-Qualified Stock Option (right to buy)	\$10.5							10/16/2003 (2)	10/16/2012	Common Stock	98478		98478	D	
Non-Qualified Stock Option (right to buy)	\$12.75							7/23/2002 (2)	7/23/2011	Common Stock	52156		52156	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 (2)	10/18/2014	Common Stock	35489		35489	D	
Non-Qualified Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	41672		41672	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (2)	11/25/2013	Common Stock	31902		31902	D	

Explanation of Responses:

(1) The option vests in five (5) equal annual installments beginning on July 15, 2000.

(2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

(3) The option vests as follows: 22,500 shares on 08/30/02; 11,249 shares on 07/12/03; 5,502 shares on 07/12/04.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINDHAM DANNY J 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			President	

Signatures

By: Cathy Bartels For: Danny J. Windham

11/23/2005

**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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