

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 -* MATTHEWS JAMES E (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) Sr. Vice President
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/17/2005</p>		4. If Amendment, Date Original Filed (MM/DD/YYYY)
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			

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	11/2/2006		A		4439		11/2/2007	11/2/2016	Common Stock	4439	\$0	4439	D	
Incentive Stock Option (right to buy)	\$30.04	10/17/2005		A		3889		10/17/2006	10/17/2015	Common Stock	3889	\$0	3889	D	
Non-Qualified Stock Option (right to buy)	\$22.53	11/2/2006		A		15561		11/2/2007	11/2/2016	Common Stock	15561	\$0	15561	D	
Non-Qualified Stock Option (right to buy)	\$30.04	10/17/2005		A		11111		10/17/2005	10/17/2015	Common Stock	11111	\$0	11111	D	
Incentive Stock Option (right to buy)	\$14.36							1/10/2003 (1)	1/10/2012	Common Stock	27864		27864	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 (1)	10/18/2014	Common Stock	3751		3751	D	
Incentive Stock Option (right to buy)	\$32.27							11/25/2004 (1)	11/25/2013	Common Stock	3098		3098	D	
Non-Qualified Stock Option (right to buy)	\$10.5							10/16/2003 (1)	10/16/2012	Common Stock	30000		30000	D	
Non-Qualified Stock Option (right to buy)	\$14.36							1/10/2003 (1)	1/10/2012	Common Stock	22136		22136	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 (1)	10/18/2014	Common Stock	11249		11249	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (1)	11/25/2013	Common Stock	11902		11902	D	

Explanation of Responses:

(1) 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
MATTHEWS JAMES E 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Sr. Vice President	

Signatures

By: Cathy Bartels For: James E. Matthews

11/6/2006

**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.