

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 23, 2006

ADTRAN, INC.

(Exact Name Of Registrant As Specified In Charter)

Delaware
(State of Incorporation)

0-24612
(Commission File No.)

63-0918200
(I.R.S. Employer
Identification No.)

901 Explorer Boulevard
Huntsville, Alabama 35806-2807
(Address of principal executive offices, including zip code)

(256) 963-8000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On January 27, 2006, ADTRAN, Inc. (the "Company") announced that at its Board of Directors meeting on January 23, 2006, the Board of Directors accepted the resignation of Richard A. Anderson as a director and appointed Danny J. Windham to fill the vacancy created by Mr. Anderson's resignation effective January 23, 2006. Mr. Windham currently serves as President, Chief Operating Officer and Secretary of the Company. A copy of the press release announcing Mr. Windham's appointment and Mr. Anderson's resignation is attached as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	- Press Release dated January 27, 2006

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADTRAN, INC.

(Registrant)

Date: January 27, 2006

/s/James E. Matthews

James E. Matthews
Senior Vice President -
Finance,
Chief Financial Officer and
Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	- Press Release dated January 27, 2006

ADTRAN NAMES DANNY WINDHAM AS DIRECTOR TO REPLACE DEPARTING BOARD MEMBER

HUNTSVILLE, Ala.--(BUSINESS WIRE) —Jan. 27, 2006--ADTRAN, Inc. (NASDAQ: ADTN - News) ADTRAN, Inc. announced that at its Board meeting on January 23, 2006, the Board accepted the resignation of Richard A. Anderson as a director and appointed Danny J. Windham to fill the vacancy created by Mr. Anderson's resignation. Mr. Windham is President, Chief Operating Officer and Secretary of ADTRAN. Mr. Anderson is Vice Chairman - Planning and Administration of BellSouth Corporation.

ADTRAN Chief Executive Officer Tom Stanton stated, "We have benefited greatly from Mr. Anderson's contributions and thank him for his years of service on our Board. With Mr. Windham's many years of experience in the industry and at ADTRAN, we look forward to his increased involvement."

ADTRAN, Inc. is one of the world's most successful network access equipment suppliers, with an 18-year history of profitability and a portfolio of more than 1,300 solutions for use in the last mile of today's telecommunications networks. Widely deployed by both carriers and enterprises, ADTRAN solutions enable voice, data, video, and Internet communications across copper, fiber, and wireless network infrastructures. ADTRAN solutions are currently in use by every major domestic service provider and many international ones, as well as by thousands of public, private and government organizations worldwide.

This press release contains forward-looking statements which reflect management's best judgment based on factors currently known. However, these statements involve risks and uncertainties, including the successful development and market acceptance of new products, the degree of competition in the market for such products, the product and channel mix, component costs, manufacturing efficiencies, and other risks detailed in our annual report on Form 10-K for the year ended December 31, 2004 and our quarterly report on Form 10-Q for the quarter ended September 30, 2005. These risks and uncertainties could cause actual results to differ materially from those in the forward-looking statements included in this press release.

CONTACT:

Jim Matthews
Senior Vice President/CFO
256-963-8775

INVESTOR SERVICES/ASSISTANCE:

Gayle Ellis
256-963-8220