

FORM 4

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

**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)		
IRELAND ROSS K			ADTRAN INC [ADTN]			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
901 EXPLORER BLVD.			8/8/2013					
(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		
(City) (State) (Zip)						<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			
Common Stock	10/8/2013		M		47.775	A	(1)	5790.775	D	
Common Stock	10/8/2013		D		4141.775	D	(2)	1696.775	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				
Dividend Equivalent Rights	(1)	10/8/2013		M		47.775		(1)	(1)	Common Stock	47.775	\$0.00	0	D	
Phantom Stock	(3)(4)	8/8/2013		A		12.682		(5)	(5)	Common Stock	12.682	\$0.00	2060.764	D	
Phantom Stock	(3)	10/8/2013		A		4141.775		(5)	(5)	Common Stock	4141.775	\$0.00	6202.539	D	

Explanation of Responses:

- Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock
- Upon the vesting of the restricted stock that was granted to the reporting person on December 31, 2012, the reporting person deferred the receipt of 4094 shares of the Company's common stock and received instead 4094 shares of phantom stock pursuant to the Company's deferred compensation plan. Upon settlement of the dividend equivalent rights that accrued on the 4094 shares of restricted stock, the reporting person deferred the receipt of 47.775 shares of common stock and instead received an additional 47.775 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, the reporting person is reporting the disposition of 4141.775 shares of common stock in exchange for an equal number of shares of phantom stock.
- Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- Pursuant to the Company's deferred compensation plan, shares of phantom stock accrued when and as dividends were paid on the Company's common stock.
- The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRELAND ROSS K 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X			

Signatures

Gayle S. Ellis by Power of Attorney

10/28/2013

******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.