

# FORM 4

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

OMB APPROVAL  
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[ ] 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

<b>1. Name and Address of Reporting Person -*</b>  <b>LOCKE P STEVEN</b> (Last) (First) (Middle)  <b>901 EXPLORER BLVD.</b> (Street)  <b>HUNTSVILLE, AL 35806</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ADTRAN INC [ ADTN ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>11/2/2006</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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		3606		11/2/2007	11/2/2016	Common Stock	3606	\$0	3606	D	
Non-Qualified Stock Option (right to buy)	\$22.53	11/2/2006		A		6394		11/2/2007	11/2/2016	Common Stock	6394	\$0	6394	D	
Incentive Stock Option (right to buy)	\$10.5							10/16/2003 <a href="#">(U)</a>	10/16/2012	Common Stock	9000		9000	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 <a href="#">(U)</a>	10/18/2014	Common Stock	3372		3372	D	
Incentive Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	3983		3983	D	
Incentive Stock Option (right to buy)	\$32.27							11/25/2004 <a href="#">(U)</a>	11/25/2013	Common Stock	2670		2670	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 <a href="#">(U)</a>	10/18/2014	Common Stock	6628		6628	D	
Non-Qualified Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	6017		6017	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 <a href="#">(U)</a>	11/25/2013	Common Stock	7330		7330	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
LOCKE P STEVEN 901 EXPLORER BLVD.			Vice President	

