

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 -* HARVEY STEVEN L (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"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President Sales
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/2/2005</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/2/2005		M		2000	A	\$9.719	14866	D	
Common Stock	11/2/2005		S		2000	D	\$30.474	12866	D	
Common Stock	11/2/2005		M		3504	A	\$8.695	16370	D	
Common Stock	11/2/2005		S		3504	D	\$30.474	12866	D	
Common Stock	11/2/2005		M		14496	A	\$10.5	27362	D	
Common Stock	11/2/2005		S		14496	D	\$30.474	12866	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)	\$8.7	11/2/2005		M		3504		7/12/2001 (1)	7/12/2010	Common Stock	3504	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$9.72	11/2/2005		M		2000		1/4/2000	1/4/2009	Common Stock	2000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$10.5	11/2/2005		M		14496		10/16/2003 (2)	10/16/2012	Common Stock	14496	\$0	29982	D	
Incentive Stock Option (right to buy)	\$8.7							7/12/2001 (3)	7/12/2010	Common Stock	11496		11496	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)	\$12.75							7/23/2002 (2)	7/23/2011	Common Stock	7844		7844	D	
Incentive Stock Option (right to buy)	\$18.94							2/5/1998	2/5/2007	Common Stock	10000		10000	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 (2)	10/18/2014	Common Stock	4501		4501	D	
Incentive Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	3335		3335	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)	\$12.75							7/23/2002 (2)	7/23/2011	Common Stock	61792		61792	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							7/15/2000 (4)	7/15/2009	Common Stock	80000		80000	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 (2)	10/18/2014	Common Stock	13499		13499	D	
Non-Qualified Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	14665		14665	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (2)	11/25/2013	Common Stock	14902		14902	D	

Explanation of Responses:

- (1) The option vests as follows: 15,000 shares on 08/30/02; 7,499 shares on 7/12/2003; 1,752 shares on 7/12/2004.
- (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: 1 share on 7/12/03; 5,748 shares 7/12/2004
- (4) The option vests in five (5) equal annual installments beginning on July 15, 2000.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARVEY STEVEN L 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President Sales	

Signatures

By: Cathy Bartels For: Steven L. Harvey

11/3/2005

**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.

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.