

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * Foliano Michael (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 VP, Global Operations |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 11/7/2012 | | 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) 11/28/2012 | | |

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 | | | | |
| Phantom Stock (1) | (2) | 11/7/2012 | | A | | 562 | | (3) | (3) | Common Stock | 562 | (4) | 3112 | D | |
| Phantom Stock | (2) | 2/16/2012 | | A | | 6.073 | | (3) | (3) | Common Stock | 6.073 | \$38.37 | 3118.073 | D | |
| Phantom Stock | (2) | 5/10/2012 | | A | | 7.576 | | (3) | (3) | Common Stock | 7.576 | \$30.32 | 3125.649 | D | |
| Phantom Stock | (2) | 8/9/2012 | | A | | 10.16 | | (3) | (3) | Common Stock | 10.16 | \$22.56 | 3135.809 | D | |
| Phantom Stock | (3) | 11/8/2012 | | A | | 12.57 | | (3) | (3) | Common Stock | 12.57 | \$17.72 | 3148.379 | D | |

Explanation of Responses:

- (1) The first line in Table I of the Form 4 filed by the reporting person on November 28, 2012 incorrectly reported the acquisition of 562 shares of common stock upon vesting of performance shares awarded pursuant to a grant of November 7, 2009 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan. Upon vesting of the performance shares, the reporting person deferred the receipt of 562 shares of the Company's common stock and received instead 562 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, this Amendment amends the previously filed Form 4 by (i) deleting the first line in Table I and (ii) adding a line in Table II reporting the acquisition of 562 shares of phantom stock upon vesting of the performance shares on November 7, 2012. The reporting person is also reporting the acquisition of additional phantom shares on each of February 16, 2012, May 10, 2012, August 9, 2012 and November 8, 2012, which were not previously reported.
- (2) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (3) 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.
- (4) Upon vesting of performance shares awarded to the reporting person pursuant to grant of November 7, 2009 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan, the reporting person deferred the receipt of 562 shares of the Company's common stock and received instead 562 shares of phantom stock pursuant to the Company's deferred compensation plan.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foliano Michael 901 EXPLORER BLVD. | | | Sr VP, Global Operations | |

| | | | | |
|----------------------|--|--|--|--|
| HUNTSVILLE, AL 35806 | | | | |
|----------------------|--|--|--|--|

Signatures

Gayle S Ellis by Power of Attorney

2/4/2013

**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.

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