

FORM 4

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

OMB APPROVAL
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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 * SCHNEIDER KEVIN W <small>(Last) (First) (Middle)</small> ADTRAN, 901 EXPLORER BLVD <small>(Street)</small> HUNTSVILLE, AL 35806 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol ADTRAN INC [ADTN] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/23/2005 4. If Amendment, Date Original Filed (MM/DD/YYYY)	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) Chief Technology Officer 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
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/23/2005		M		4000	A	\$15.875	19798	D	
Common Stock	5/23/2005		F		2822	D	\$22.5	16976	D	
Common Stock								800	I	IRA

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				
Incentive Stock Option (right to buy)	\$15.88	5/23/2005		M		4000		6/6/1996	6/6/2005	Common Stock	4000	\$0	0	D	
Incentive Stock Option (right to buy)	\$8.7							7/11/1997 (1)	7/11/2006	Common Stock	3676		3676	D	
Incentive Stock Option (right to buy)	\$8.7							7/12/2001 (2)	7/12/2010	Common Stock	15966		15966	D	
Incentive Stock Option (right to buy)	\$10.5							10/16/2003 (3)	10/16/2012	Common Stock	11280		11280	D	
Incentive Stock Option (right to buy)	\$10.66							9/17/1999	9/17/2008	Common Stock	19748		19748	D	
Incentive Stock Option (right to buy)	\$12.69							7/16/1998	7/16/2007	Common Stock	10000		10000	D	
Incentive Stock Option (right to buy)	\$12.75							7/23/2002 (3)	7/23/2011	Common Stock	7850		7850	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 (3)	10/18/2014	Common Stock	3251		3251	D	
Incentive Stock Option (right to buy)	\$32.27							11/25/2004 (3)	11/25/2013	Common Stock	3098		3098	D	
Non-Qualified Stock Option (right to buy)	\$8.7							7/11/1997 (1)	7/11/2006	Common Stock	74		74	D	
Non-Qualified Stock Option (right to buy)	\$8.7							7/12/2001 (4)	7/12/2010	Common Stock	2784		2784	D	
Non-Qualified Stock Option (right to buy)	\$10.5							10/16/2003 (3)	10/16/2012	Common Stock	33720		33720	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)	\$10.66							9/17/1997	9/17/2008	Common Stock	252		252	D	
Non-Qualified Stock Option (right to buy)	\$12.75							7/23/2002 (3)	7/23/2011	Common Stock	42150		42150	D	
Non-Qualified Stock Option (right to buy)	\$18.03							7/15/2000 (5)	7/15/2009	Common Stock	40000		40000	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 (3)	10/18/2014	Common Stock	9749		9749	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (3)	11/25/2013	Common Stock	9902		9902	D	

Explanation of Responses:

- (1) The option is 100% vested on August 30, 2002.
- (2) The option vests as follows: 3,296 shares on 7/12/2003; 4,687 shares on 7/12/2004.
- (3) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.
- (4) The option vests as follows: 9,376 shares vest on 8/30/02; 1,392 shares vest on 7/12/03.
- (5) 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
SCHNEIDER KEVIN W ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Chief Technology Officer	

Signatures

By: cathy bartels For: Kevin W. Schneider

5/24/2005

**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.

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