

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Wilson James Denson Jr			ADTRAN INC [ADTN]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP Technology & Strategy		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
901 EXPLORER BLVD.			11/17/2016					
(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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	11/17/2016		M		5009	A	\$16.97	11472	D	
Common Stock	11/17/2016		M		15025	A	\$16.97	26497	D	
Common Stock	11/17/2016		M		6261	A	\$15.33	32758	D	
Common Stock	11/17/2016		S		26295	D	\$19.9291 (3)	6463	D	
Common Stock								3058.034 (4)	I	by 401(k) plan

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)	11/17/2016		A		28.353		(2)	(2)	Common stock	28.353	\$0	9424.635	D	
Incentive Stock Option (Right to Buy)	\$16.97	11/17/2016		M		5009		11/3/2013	11/3/2022	Common Stock	5009	\$0	0	D	
Non-Qualified Stock Option (Right to Buy)	\$16.97	11/17/2016		M		15025		11/3/2013	11/3/2022	Common Stock	15025	\$0	0	D	
Non-Qualified Stock Option (Right to Buy)	\$15.33	11/17/2016		M		6261		11/14/2016	11/14/2025	Common Stock	6261	\$0	18783 (5)	D	

Explanation of Responses:

- Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- 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.
- The shares were sold in multiple transactions at prices ranging from \$19.85 to \$20.00. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- The reporting person has acquired shares of ADTRAN, Inc. common stock under the ADTRAN, Inc. 401(k) plan. The information in this report is based on a plan statement as of Nov. 18, 2016.
- The issuer issued Incentive Stock Options (right to buy) to the reporting person and Non-Qualified Stock Options (Right to Buy) to the reporting person on November 14, 2015. At the time of issuance, these stock options were properly reported on Form 4. The issuer has now exceeded allotted Incentive Stock Option amounts for the reporting person and has changed some of the Incentive Stock Options to be Non-Qualified Options. The total in Column 9

represents the total options (both Incentive Stock Options and Non-Qualified Stock Options) remaining from the grant, in the aggregate.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson James Denson Jr 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			SVP Technology & Strategy	

Signatures

Gayle S. Ellis, by power of attorney

11/21/2016

**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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