

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)		
MATTHEWS JAMES E			ADTRAN INC [ADTN]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr Vice President, CFO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
901 EXPLORER BLVD.			1/21/2010					
(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	1/21/2011	1/21/2011	M		6400	A	\$14.355	6400	D	
Common Stock	1/21/2011	1/21/2011	S		6400	D	\$41.5251 (1)	15736	D	
Common Stock	1/24/2011	1/24/2011	M		15736	A	\$14.355	15736	D	
Common Stock	1/24/2011	1/24/2011	S		15736	D	\$41.5212 (2)	0	D	
Common Stock	1/24/2011	1/24/2011	M		27864	A	\$14.355	27864	D	
Common Stock	1/24/2011	1/24/2011	S		27864	D	\$41.5212 (2)	0	D	
Common Stock	1/24/2011	1/24/2011	M		30000	A	\$10.50	30000	D	
Common Stock	1/24/2011	1/24/2011	S		30000	D	\$41.5212 (2)	0	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)	\$14.355	1/21/2011	1/21/2011	M		6400		1/10/2003	1/10/2012	Common Stock	6400	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$14.355	1/24/2011	1/24/2011	M		15736		1/10/2003	1/10/2012	Common Stock	15736	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$14.355	1/24/2011	1/24/2011	M		27864		1/10/2003	1/10/2012	Common Stock	27864	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$10.50	1/24/2011	1/24/2011	M		30000		10/16/2003	10/16/2012	Common Stock	30000	\$0.00	0	D	

Explanation of Responses:

- The shares were sold in multiple transactions from \$41.515 to \$41.535. This amount represents the weighted average sale price of those 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 shares were sold in multiple transactions from \$41.42 to \$41.82. This amount represents the weighted average sale price of those 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MATTHEWS JAMES E 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X	Sr Vice President, CFO
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Signatures

Gayle S. Ellis by Power of Attorney

1/24/2011

**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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