

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * FREDRICKSON ROBERT A <small>(Last) (First) (Middle)</small> C/O 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) <p align="center">10/18/2004</p>	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 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							8000	D		
Common Stock							2000	I	by Daughter (1)	

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				
Incentive Stock Option (right to buy)	\$22.17	10/18/2004		A		4501		10/18/2005 (2)	10/18/2014	Common Stock	4501	\$0	4501	D	
Non-Qualified Stock Option (right to buy)	\$22.17	10/18/2004		A		13499		10/18/2005 (2)	10/18/2014	Common Stock	13499	\$0	13499	D	
Incentive Stock Option (right to buy)	\$8.7							7/12/2001 (3)	7/12/2010	Common Stock	11498		11498	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)	\$10.66							9/17/1999	9/17/2008	Common Stock	9384		9384	D	
Incentive Stock Option (right to buy)	\$12.75							7/23/2002 (4)	7/23/2011	Common Stock	7844		7844	D	

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)	\$19.88							10/15/1997	10/15/2006	Common Stock	4000		4000	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)	\$8.7							7/12/2001 (5)	7/12/2010	Common Stock	3504		3504	D	
Non-Qualified Stock Option (right to buy)	\$9.72							1/4/2000	1/4/2009	Common Stock	2000		2000	D	
Non-Qualified Stock Option (right to buy)	\$10.5							10/16/2003 (2)	10/16/2012	Common Stock	62478		62478	D	
Non-Qualified Stock Option (right to buy)	\$12.75							7/23/2002 (2)	7/23/2011	Common Stock	32156		32156	D	
Non-Qualified Stock Option (right to buy)	\$18.03							7/15/2000 (6)	7/15/2009	Common Stock	80000		80000	D	
Non-Qualified Stock Option (right to buy)	\$19.63							2/5/1998	2/5/2007	Common Stock	4000		4000	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) This transaction occurred in the Joint Account with Daughter, Stacie Fredrickson.
- (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 7/12/2003; 5,748 shares on 7/12/2004.
- (4) The option vests in five equal and annual installments beginning on the first anniversary date of the grant as shown in column 2.
- (5) The option vests as follows: 15,000 shares vest on 8/30/02; 7,499 shares vest on 7/12/2003; and 1,752 shares vest on 7/12/2004.
- (6) 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
FREDRICKSON ROBERT A C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Vice President Sales	

Signatures

By: Cathy Bartels For: Robert A. Fredrickson

10/19/2004

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints James E. Matthews, Cathy Bartels, Chris Brunhoeber and Charlene Little, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of ADTRAN, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ____ day of July, 2004.

Signature

Print Name

ATLANTA:4479009.1