

# FORM 4

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

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subject to Section 16. Form 4 or  
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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>STANTON THOMAS R</b>			<b>ADTRAN INC [ ADTN ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>901 EXPLORER BLVD.</b>			<b>11/29/2006</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>HUNTSVILLE, AL 35806</b>						<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	11/29/2006		M		9975	A	\$12.69	15775	D	
Common Stock	11/29/2006		F		5800	D	\$21.82	9975	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				
Incentive Stock Option (right to buy)	\$12.69	11/29/2006		M		9975		7/16/1998	7/16/2007	Common Stock	9975	\$0	21137	D	
Incentive Stock Option (right to buy)	\$8.7							7/12/2001 (1)	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 (2)	7/23/2011	Common Stock	7844		7844	D	
Incentive Stock Option (right to buy)	\$22.17							10/18/2005 (2)	10/18/2014	Common Stock	4511		4511	D	
Incentive Stock Option (right to buy)	\$22.53							11/2/2007	11/2/2016	Common Stock	4439		4439	D	
Incentive Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	3328		3328	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 (3)	7/12/2010	Common Stock	33502		33502	D	
Non-Qualified Stock Option (right to buy)	\$10.5							10/16/2003 (2)	10/16/2012	Common Stock	98478		98478	D	
Non-Qualified Stock Option (right to buy)	\$10.66							9/17/1999	9/17/2008	Common Stock	70616		70616	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)	\$12.69							7/16/1998	7/16/2007	Common Stock	30888		30888	D	
Non-Qualified Stock Option (right to buy)	\$12.75							7/23/2002 (2)	7/23/2011	Common Stock	112156		112156	D	
Non-Qualified Stock Option (right to buy)	\$18.03							7/15/2000 (4)	7/15/2009	Common Stock	100000		100000	D	
Non-Qualified Stock Option (right to buy)	\$22.17							10/18/2005 (2)	10/18/2014	Common Stock	35489		35489	D	
Non-Qualified Stock Option (right to buy)	\$22.53							11/2/2007	11/2/2016	Common Stock	45561		45561	D	
Non-Qualified Stock Option (right to buy)	\$30.04							10/17/2006	10/17/2015	Common Stock	46672		46672	D	
Non-Qualified Stock Option (right to buy)	\$32.27							11/25/2004 (2)	11/25/2013	Common Stock	31902		31902	D	

**Explanation of Responses:**

- (1) The option vests as follows: 1 share vests on 7/12/2003; 5,748 shares vest on 7/12/2004.
- (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: 22,500 shares on 08/30/02; 11,249 shares on 7/12/2003; 5,502 shares on 7/12/2004.
- (4) 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
STANTON THOMAS R 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Chief Executive Officer	

**Signatures**

**By: Cathy Bartels For: Thomas R. Stanton**

**11/29/2006**

\*\*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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