

ADTRAN INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/20/2003 For Period Ending 10/17/2003

Address	901 EXPLORER BLVD HUNTSVILLE, Alabama 35806
Telephone	256-963-8000
CIK	0000926282
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

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**

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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,
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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
HARVEY STEVEN L			ADTRAN INC [ADTN]			<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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			10/17/2003					
C/O ADTRAN, 901 EXPLORER BLVD			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
HUNTSVILLE, AL 35806								
(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	10/17/2003		M		14999	A	\$17.39	17999	D	
Common Stock	10/17/2003		S		14999	D	\$68.645	3000	D	
Common Stock	10/17/2003		M		2001	A	\$21.313	5001	D	
Common Stock	10/17/2003		S		2001	D	\$68.645	3000	D	
Common Stock	10/17/2003		M		4000	A	\$19.438	7000	D	
Common Stock	10/17/2003		S		4000	D	\$68.645	3000	D	
Common Stock	10/17/2003		M		9000	A	\$21	12000	D	
Common Stock	10/17/2003		S		9000	D	\$68.645	3000	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)	\$17.39	10/17/2003		M		14999		7/12/2001 (1)	7/12/2010	Common Stock	14999	\$0	1752	D	
Non-Qualified Stock Option (right to buy)	\$19.438	10/17/2003		M		4000		1/4/2000	1/4/2009	Common Stock	4000	\$0	1000	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)	\$21	10/17/2003		M			9000	10/16/2003 (2)	10/16/2012	Common Stock	9000	\$0	22239	D			
Non-Qualified Stock Option (right to buy)	\$21.313	10/17/2003		M			2001	9/17/1999	9/17/2008	Common Stock	2001	\$0	14818	D			
Incentive Stock Option (right to buy)	\$17.39							7/12/2001 (3)	7/12/2010	Common Stock	5749		5749	D			
Incentive Stock Option (right to buy)	\$21							10/16/2003 (2)	10/16/2012	Common Stock	4761		4761	D			
Incentive Stock Option (right to buy)	\$21.313							9/17/1999	9/17/2008	Common Stock	4694		4694	D			
Incentive Stock Option (right to buy)	\$25.375							7/16/1998	7/16/2007	Common Stock	9238		9238	D			
Incentive Stock Option (right to buy)	\$25.5							7/23/2002 (2)	7/23/2011	Common Stock	3922		3922	D			
Incentive Stock Option (right to buy)	\$37.875							2/5/1998	2/5/2007	Common Stock	3568		3568	D			
Incentive Stock Option (right to buy)	\$69.813							7/12/2001 (2)	7/12/2010	Common Stock	1432		1432	D			
Non-Qualified Stock Option (right to buy)	\$25.5							7/23/2002 (2)	7/23/2011	Common Stock	36078		36078	D			
Non-Qualified Stock Option (right to buy)	\$36.063							7/15/2000 (4)	7/15/2009	Common Stock	40000		40000	D			

Explanation of Responses:

- (1) The option vests as follows: 15,000 shares on 08/30/02; 7,499 shares on 7/12/2003; 1,752 shares 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: 1 share on 7/12/03; 5,748 shares 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
HARVEY STEVEN L C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Vice President Sales	

Signatures

By: Charlene Little For: Steven L. Harvey

10/20/2003

** 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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