

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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>MATTHEWS JAMES E</b>		<b>ADTRAN INC [ ADTN ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Sr VP - Finance, CFO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>901 EXPLORER BLVD.</b>		<b>11/6/2011</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>		<b>11/8/2011</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			

**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
<b>Phantom Stock</b> <u>(1)</u>	<u>(2)</u>	<b>11/6/2011</b>		<b>A</b>		<b>6000</b>		<u>(3)</u>	<u>(3)</u>	<b>Common Stock</b>	<b>6000</b>	<u>(4)</u>	<b>6000</b>	<b>D</b>	

**Explanation of Responses:**

- The first line in Table I of the Form 4 filed by the reporting person on November 8, 2011 incorrectly reported the acquisition of 6000 shares of common stock upon vesting of performance shares awarded pursuant to a grant of November 6, 2008 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan. Upon vesting of the performance shares, the reporting person deferred the receipt of 6000 shares of the Company's common stock and received instead 6000 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, this Amendment amends the previously filed Form 4 by (i) deleting the first line in Table I and (ii) adding a line in Table II reporting the acquisition of 6000 shares of phantom stock by the reporting person upon vesting of the performance shares on November 6, 2011.
- 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.
- Upon vesting of performance shares awarded pursuant to a grant of November 6, 2008 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan, the reporting person deferred the receipt of 6000 shares of the Company's common stock and received instead 6000 shares of phantom stock pursuant to the Company's deferred compensation plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MATTHEWS JAMES E</b> <b>901 EXPLORER BLVD.</b> <b>HUNTSVILLE, AL 35806</b>	<b>X</b>		<b>Sr VP - Finance, CFO</b>	

**Signatures**

**Gayle S. Ellis by Power of Attorney**

**2/4/2013**

\*\*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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