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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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)
Smith Linda Jones	**ADTRAN INC [ADTN]**	____ Director ____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Officer (give title below) __ **X** __ Other (specify below)
200 CLINTON AVENUE, SUITE 805	**10/29/2008**	**See Remarks below**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
HUNTSVILLE, AL 35801		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

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, $.01 par value	**10/29/2008**		**J** (1)		**1232804**	**D**	**$14.04**	**71841** (2)	**I**	**by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee**
Common stock, $.01 par value	**10/29/2008**		**J** (1)		**1232804**	**A**	**$14.04**	**1285232**	**D**	
Common Stock, $.01 par value	**10/29/2008**		**J** (1)		**1028716**	**D**	**$14.04**	**71284** (2)	**I**	**by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee**
Common stock, $.01 par value	**10/29/2008**		**J** (1)		**1028716**	**A**	**$14.04**	**2313948**	**D**	
Common Stock, $.01 par value	**10/29/2008**		**J** (1)		**1475416**	**D**	**$14.04**	**346221** (2)	**I**	**by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee**
Common stock, $.01 par value	**10/29/2008**		**J** (1)		**1475416**	**A**	**$14.04**	**3789364**	**D**	
Common stock, $.01 par value	**10/29/2008**		**G**	**V**	**3736936**	**D**	**$0**	**52428**	**D**	
Common stock, $.01 par value	**10/29/2008**		**G**	**V**	**3736936**	**A**	**$0**	**3736936** (2)	**I**	**by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee**
Common Stock, $.01 par value								**1596372** (2)	**I**	**by LJS GRAT 2007-1 UAD 02/01/07 Mark Clay Smith Trustee**
										by LJS

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, $.01 par value								**1100000** (2)	**I**	**GRAT October 2008 UAD 10/07/08 Mark Clay Smith Trustee**

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				

Explanation of Responses:

(1) Distribution of shares to the reporting person as annuitant of the GRAT holding these securities, pursuant to the terms of the trust.

(2) The reporting person is the settlor of the trust holding these securities. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Remarks:

Remarks:

The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Linda Jones 200 CLINTON AVENUE, SUITE 805 HUNTSVILLE, AL 35801				**See Remarks below**

Signatures

Mark Clay Smith, by power of attorney — ** Signature of Reporting Person

11/3/2008 — 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.