

] 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 Number: 3235-0287 Expires: November 30,

OMB APPROVAL

2011

Estimated average burden

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 **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													
IFC I			AI	т	RA	N II	NC I	AD	ΓN 1			(Check un	паррича	10)			
NORTH JAMES L (Last) (First) (Middle)													rector 109		10% 0	Owner	
(FIISI)	(Midd	ne)	S. Date of Earl				.000 11	ansac			00,1111	Office	Officer (give title below)			(specify	
ER BL	VD.						2/1	17/20	11			below)					
													6. Individual or Joint/Group Filing (Check Applicable Line)				
E, AL 3	5806											V Fa 6	:1-4 b 0	D D			
(City) (State) (Zip)													X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table I	- Non-D	eriva	tivo	e Sec	curit	ies Ao	cauire	ed. Dis	pos	sed of. o	or Beneficially	v Owned				
1.Title of Security (Instr. 3)			2. Trans. Date		2A. Deemed Execution Date, if		3. Trans Code	ecurities or Dispo	urities Acquired 5. Amo Disposed of Follow (Instr. 3		Amount of Securiti	mount of Securities Beneficially Owned owing Reported Transaction(s)		Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
					any				(A)							(Instr. 4)	
							Code	V Am			Price				4)		
Common Stock 12				2/31/2011			M	16.3	205 A		(1)	746	74654.205		D		
Common Stock (1)				31/2011			D	0.2	05 D	\$3	30.16 74654			D			
le II - Dei	rivative S	Securitie	s Ben	efic	riall	v Ov	vned (ρ.σ	nuts.	ral	ls. warr	ants, ontions	. convert	ible secur	ities)	,	
2.	3. Trans.	3A. Deemed	4. Trans.	5. Number of Derivative Securities Acquired (A or Disposed (D)			f 6. Date Exercisable and Expiration Date Sec Der (Ins				7. Title an Securities Derivative	Title and Amount of ecurities Underlying erivative Security		9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Evo			ion	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)		
(2)	2/17/2011		A	3	3.183			(2)	(2)		Common Stock	3.183	\$ 0	3.183	D		
(2)	5/12/2011		A	3	3.442			(2)	(2)		Common Stock	3.442	\$ 0	6.625	D		
(2)	8/11/2011		A	4	1.957			(2)	(2)		Common Stock	4.957	\$ 0	11.582	D		
(2)	11/10/2011		A	4	1.623			(2)	(2)		Common Stock	4.623	\$ 0	16.205	D		
										_							
	IES L (First) ER BLY (Street) E, AL 3 (State) le II - Del 2. Conversion or Exercise Price of Derivative Security (2) (2) (2)	Table I	IES L (First) (Middle) ER BLVD. (Street) E, AL 35806 (State) (Zip) Table I - Non-D Table I - Non-D 2. Conversion or Exercise Price of Derivative Security (2) 2/17/2011 (2) 5/12/2011 (2) 8/11/2011	IES L	IES L	ADTRA 3. Date of	ADTRAN II	ADTRAN INC	ADTRAN INC [ADTRAN INC [ADTRAN INC [ADTRAN INC] ADTRAN INC A	ADTRAN INC [ADTN] 3. Date of Earliest Transaction (M 2/17/2011 4. If Amendment, Date Original F MM/DD/YYYY) 5. AL 35806 (State) (Zip) 4. If Amendment, Date Original F MM/DD/YYYY) 5. Table I - Non-Derivative Securities Acquired, Discharge Date Date	ADTRAN INC [ADTN] 3. Date of Earliest Transaction (MM/L) 2/17/2011 4. If Amendment, Date Original File (MM/DD/YYYY) 4. If Amendment, Date Original File (MM/DD/YYYY) 5. AL 35806 (State) (Zip) 2. Trans. Date 2. Trans. Deemed Execution (Instr. 3, 4 and 5 any 2. Trans. Deemed Execution (Instr. 3, 4 and 5 any 2. Trans. Deemed Execution (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 2. Trans. Deemed (Instr. 3, 4 and 5 any 3. Trans. Deemed (Instr. 3,	ADTRAN INC [ADTN]	ADTRAN INC [ADTN]	Check all applicab	ADTRAN INC [ADTN] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) ER BLVD. 2/17/2011 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. AL 35806 (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYYY) 5. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution (Instr. 8) Date Date, if any Code V Amount (D) Price (ID) (Instr. 3 and 4) 12/31/2011 D D 0.205 D \$30.16 74654 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Price of Date, if (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Amount of Securities Derivative Or Exercise Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Exercised Date Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Exercised Date Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Exercised Date Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Exercised Date Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Exercised Date Date (Instr. 3 and 4) 12/31/2011 D D 0.205 D Sand Exercised Date Date (Instr. 3 and 4) 13/31/31/31/31/31/31/31/31/31/31/31/31/3	Check all applicable Check all applicable	

Explanation of Responses:

- (1) Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as dividends were paid on the Company's common stock and are paid in whole shares of common stock with the remainder paid in cash. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- (2) The dividend equivalent rights accrued when and as dividends were paid on the Company's common stock. Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
NORTH JAMES L								
901 EXPLORER BLVD.	X							
HUNTSVILLE, AL 35806								

Signatures

Gayle S. Ellis by Power of Attorney 1/11/2012

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.

^{**} Signature of Reporting Person