

# FORM 4

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

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

[ ] 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

<b>1. Name and Address of Reporting Person -*</b>  <b>RAMAGE EVERETTE R</b>  (Last) (First) (Middle)  <b>901 EXPLORER BLVD.</b>  (Street)  <b>HUNTSVILLE, AL 35806-2807</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ADTRAN INC [ ADTN ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director _____ 10% Owner ___ X ___ Officer (give title below) _____ Other (specify below) <b>VP Engineering</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/3/2006</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <p align="center"><b>11/6/2006</b></p>		

**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	Amount or Number of Shares				
Non-qualified stock option (right to buy)	\$22.53	11/3/2006		A		5561		11/3/2007 (1)	11/3/2016	Common stock	5561	\$0	5561	D	
Non-qualified stock option (right to buy)	\$30.04							10/17/2006 (1)	10/17/2015	Common stock	7886		7886 (2)	D	

**Explanation of Responses:**

- (1) The options vest in four equal annual installments beginning on the first anniversary of the date of the grant as shown in column 6.
- (2) These options were erroneously reported as a transaction on the reporting person's Form 4, instead of a holding. The grant of these options was originally reported on the reporting person's Form 4 filed on 10/31/2005.

**Remarks:**

This Form 4 is being amended to correct the transaction date, date exercisable and expiration date of the November 3, 2006 grant, which were reported incorrectly due to a software error.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>RAMAGE EVERETTE R</b> <b>901 EXPLORER BLVD.</b> <b>HUNTSVILLE, AL 35806-2807</b>			<b>VP Engineering</b>	

**Signatures**

Cathy Bartels for Everette R. Ramage

3/13/2007

\*\* 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.

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.