

# 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

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person -*</b><br><br><b>MATTHEWS JAMES E</b><br><br>(Last) (First) (Middle)<br><br><b>901 EXPLORER BLVD.</b><br><br>(Street)<br><br><b>HUNTSVILLE, AL 35806-2807</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>ADTRAN INC [ ADTN ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>Sr. VP, CFO &amp; Treasurer</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>11/3/2006</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b><br><br><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 |  |  |  |  |
| Incentive stock option (right to buy)     | \$22.53  | 11/3/2006      |                                   | A                         |   | 4439   |     | 11/3/2007 (1)                           | 11/3/2016       | Common stock  | 4439                       | \$0  | 4439   | D  |  |
| Non-qualified stock option (right to buy) | \$22.53  | 11/3/2006      |                                   | A                         |   | 15561  |     | 11/3/2007 (1)                           | 11/3/2016       | Common stock  | 15561                      | \$0  | 15561  | D  |  |
| Incentive stock option (right to buy)     | \$30.04  |                |                                   |                           |   |  |     | 10/17/2006 (1)                          | 10/17/2015      | Common stock  | 3889                       |  | 3889 (2)   | D  |  |
| Non-qualified stock option (right to buy) | \$30.04  |                |                                   |                           |   |  |     | 10/17/2006 (1)                          | 10/17/2015      | Common stock  | 11111                      |  | 11111 (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>MATTHEWS JAMES E</b><br><b>901 EXPLORER BLVD.</b><br><b>HUNTSVILLE, AL 35806-2807</b> |               |           | <b>Sr. VP, CFO &amp; Treasurer</b> |       |

**Signatures**

Cathy Bartels for James E. Matthews

3/13/2007

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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