

FREDRICKSON ROBERT A  
 Form 4  
 November 15, 2005

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FREDRICKSON ROBERT A**

(Last) (First) (Middle)  
 901 EXPLORER BLVD.  
 (Street)

HUNTSVILLE, AL 35806

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ADTRAN INC [ADTN]**

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	11/14/2005		M		8,000	A	\$ 10.5
Common Stock	11/14/2005		S		8,000	D	\$ 30.763
Common Stock					2,000	I	

by Daughter (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 10.5	11/14/2005		M	8,000	10/16/2003 <sup>(2)</sup> 10/16/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 <sup>(3)</sup> 07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 <sup>(2)</sup> 10/16/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999 09/17/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 <sup>(4)</sup> 07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 19.88					10/15/1997 10/15/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 <sup>(2)</sup> 10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 30.04					10/17/2006 10/17/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 <sup>(2)</sup> 11/25/2013	Common Stock
Non-Qualified Stock Option	\$ 12.75					07/23/2002 <sup>(2)</sup> 07/23/2011	Common Stock

