

ADTRAN INC
Form 5
February 17, 2015

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Scheiterer Eduard

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

901 EXPLORER BLVD.

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP & Managing Director

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

6. Individual or Joint/Group Reporting (check applicable line)

HUNTSVILLE, AL 35806

Form Filed by One Reporting Person
____ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Incentive Stock Option	\$ 18.97	11/14/2014	Â	A	5,002	Â	11/14/2015 ⁽¹⁾	11/14/2024	Common Stock
Non-Qualified	\$ 18.97	11/14/2014	Â	A	4,998	Â	11/14/2015 ⁽¹⁾	11/14/2024	Common Stock
Incentive Stock Option	\$ 23.64	Â	Â	3 ⁽²⁾	Â	Â	11/02/2014 ⁽¹⁾	11/02/2023	Common Stock
Non-Qualified Stock Option	\$ 23.64	Â	Â	3 ⁽²⁾	Â	Â	11/02/2014 ⁽¹⁾	11/02/2023	Common Stock
Incentive Stock Option (Right to Buy)	\$ 27.75	Â	Â	3 ⁽²⁾	Â	Â	07/10/2013 ⁽¹⁾	07/10/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scheiterer Eduard 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	Â	Â	Â Sr VP & Managing Director	Â

Signatures

Gayle S. Ellis by Power of Attorney
02/17/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The option vests in four equal and annual installments beginning on the first anniversary date of the grant.
 - (2) The reporting person owned the options on June 1, 2014, the date on which the reporting person became an officer of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.