

Wilson James Denson Jr
 Form 4
 November 02, 2007

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 *
 Wilson James Denson Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2007

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 SR VP/GM CARRIER NETWORKS DIV /
 SR VP/GM CARRIER NETWORKS DIV

(Street)
 HUNTSVILLE, AL 35806

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	10/31/2007		M		1,400	A	\$ 12.75 1,400	D
Common Stock	10/31/2007		S		1,400	D	\$ 23.701 0	D
Common Stock	10/31/2007		M		100	A	\$ 12.75 100	D
Common Stock	10/31/2007		S		100	D	\$ 23.76 0	D
Common Stock	10/31/2007		M		808	A	\$ 10.5 808	D

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Common Stock	10/31/2007	S	808	D	\$ 23.77	0	D
Common Stock	10/31/2007	M	800	A	\$ 10.5	800	D
Common Stock	10/31/2007	S	800	D	\$ 23.69	0	D
Common Stock	10/31/2007	M	600	A	\$ 10.5	600	D
Common Stock	10/31/2007	S	600	D	\$ 23.73	0	D
Common Stock	10/31/2007	M	800	A	\$ 10.5	800	D
Common Stock	10/31/2007	S	800	D	\$ 23.74	0	D
Common Stock	10/31/2007	M	200	A	\$ 10.5	200	D
Common Stock	10/31/2007	S	200	D	\$ 23.71	0	D
Common Stock	10/31/2007	M	1,492	A	\$ 10.5	1,492	D
Common Stock	10/31/2007	S	1,492	D	\$ 23.68	0	D
Common Stock	10/31/2007	M	300	A	\$ 10.5	300	D
Common Stock	10/31/2007	S	300	D	\$ 23.7	0	D

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

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.

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(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 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 Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V (A)	(D)				
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		808	10/10/2003	10/10/2012	Common Stock	808
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		800	10/10/2003	10/10/2012	Common Stock	800
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		600	10/10/2003	10/10/2012	Common Stock	600
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		800	10/10/2003	10/10/2012	Common Stock	800
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		200	10/10/2003	10/10/2012	Common Stock	200
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		1,492	10/10/2003	10/10/2012	Common Stock	1,492
Incentive Stock Option (right to buy)	\$ 10.5	10/31/2007	M		300	10/10/2003	10/10/2012	Common Stock	300
Incentive Stock Option (right to buy)	\$ 12.75	10/31/2007	M		1,400	07/23/2002 ⁽¹⁾	07/23/2011	Common Stock	1,400
Incentive Stock	\$ 12.75	10/31/2007	M		100	07/23/2002	07/23/2011	Common Stock	100

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson James Denson Jr 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			SR VP/GM CARRIER NETWORKS DIV	SR VP/GM CARRIER NETWORKS DIV

Signatures

By: Cathy Bartels For: James Denson
Wilson Jr.

11/02/2007

__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 as shown in column 6.

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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