

Smith Mark Clay  
Form 4  
March 04, 2009

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Smith Mark Clay

(Last) (First) (Middle)

200 CLINTON AVENUE, SUITE  
805

(Street)

HUNTSVILLE, AL 35801

(City) (State) (Zip)

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

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

03/02/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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, \$.01 par value	03/02/2009		J <sup>(1)</sup>		1,596,372	D	\$ 13.84
					0 <sup>(2)</sup>	I	
Common Stock, \$.01 par	03/02/2009		J <sup>(1)</sup>		71,841	D	\$ 13.84
					0 <sup>(2)</sup>	I	

by LJS  
GRAT  
2007-1  
UAD  
02/01/07  
Mark  
Clay  
Smith  
Trustee

by LJS  
GRAT  
2007-2

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value									UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	03/02/2009	J <sup>(1)</sup>	71,284	D	\$ 13.84	0 <sup>(2)</sup>	I		by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value	03/02/2009	J <sup>(1)</sup>	346,221	D	\$ 13.84	0 <sup>(2)</sup>	I		by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee
Common Stock, \$.01 par value						95,155	D		
Common Stock, \$.01 par value						1,100,000 <sup>(2)</sup>	I		by LJS GRAT October 2008 UAD 10/07/08 Mark Clay Smith Trustee
Common stock, \$.01 par value						3,736,936 <sup>(2)</sup>	I		by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Mark Clay 200 CLINTON AVENUE, SUITE 805 HUNTSVILLE, AL 35801		X		

## Signatures

Mark Clay  
Smith 03/04/2009

\_\_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) Distribution of shares to the annuitant of the GRAT holding these securities, pursuant to the terms of the trust.

The reporting person serves as trustee of the trust holding these securities. The reporting person disclaims beneficial ownership of these

(2) securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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