

Smith Linda Jones
 Form 4
 March 04, 2009

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 *
 Smith Linda Jones

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)
 200 CLINTON AVENUE, SUITE 805

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2009

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)

See Remarks below

(Street)

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

HUNTSVILLE, AL 35801

(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 or Disposed of (A) (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 ⁽¹⁾ | | 1,596,372 | D | \$ 13.84 |
| Common stock, \$.01 par | 03/02/2009 | | J ⁽¹⁾ | | 1,596,372 | A | \$ 13.84 |
| | | | | | 0 ⁽²⁾ | I | \$ 0 |
| | | | | | 1,648,800 | D | \$ 13.84 |

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

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value

| | | | | | | | | |
|-------------------------------|------------|------------------------|---------|---|----------|--------------------------|---|---|
| Common Stock, \$.01 par value | 03/02/2009 | <u>J⁽¹⁾</u> | 71,841 | D | \$ 13.84 | 0 ⁽²⁾ | I | by LJS GRAT 2007-2 UAD 07/27/07 Mark Clay Smith Trustee |
| Common stock, \$.01 par value | 03/02/2009 | <u>J⁽¹⁾</u> | 71,841 | A | \$ 13.84 | 1,720,641 | D | |
| Common Stock, \$.01 par value | 03/02/2009 | <u>J⁽¹⁾</u> | 71,284 | D | \$ 13.84 | 0 ⁽²⁾ | I | by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee |
| Common stock, \$.01 par value | 03/02/2009 | <u>J⁽¹⁾</u> | 71,284 | A | \$ 13.84 | 1,791,925 | D | |
| Common Stock, \$.01 par value | 03/02/2009 | <u>J⁽¹⁾</u> | 346,221 | D | \$ 13.84 | 0 ⁽²⁾ | I | by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee |
| Common stock, \$.01 par value | 03/02/2009 | <u>J⁽¹⁾</u> | 346,221 | A | \$ 13.84 | 2,138,146 | D | |
| Common Stock, \$.01 par value | | | | | | 1,100,000 ⁽²⁾ | I | by LJS GRAT October 2008 UAD 10/07/08 Mark |

| | | |
|--|----------------------------|--|
| Common stock, \$.01 par value | 3,736,936 ⁽²⁾ I | Clay Smith Trustee by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee |
|--|----------------------------|--|

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.

SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| | | | | | | | |
|------|---|-----|-----|---------------------|--------------------|-------|--|
| 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 Linda Jones
200 CLINTON AVENUE, SUITE 805
HUNTSVILLE, AL 35801

See Remarks below

Signatures

Mark Clay Smith, by power of
attorney

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 reporting person as annuitant of the GRAT holding these securities, pursuant to the terms of the trust.
- The reporting person is the settlor of the trust holding these securities. The reporting person disclaims beneficial ownership of these
- (2) securities except to the extent of her 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.

Remarks:

Remarks:

The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock

Note: File three copies of this Form, one of which must be manually signed. If space 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.