

ADTRAN INC  
Form 4  
October 19, 2004

**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  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WINDHAM DANNY J**

(Last) (First) (Middle)

**ADTRAN, 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)  
**10/18/2004**

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 & Gen. Mgr.

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)
Common Stock			Code V	Amount (D) Price	25,286	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  
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SEC 1474  
(9-02)

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

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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 Ar Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 22.17	10/18/2004		A		4,511		10/18/2005 <sup>(1)</sup>	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2004		A		35,489		10/18/2005 <sup>(1)</sup>	10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7							07/12/2001 <sup>(2)</sup>	07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5							10/16/2003 <sup>(1)</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>(1)</sup>	07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27							11/25/2004 <sup>(1)</sup>	11/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.7							07/12/2001 <sup>(3)</sup>	07/12/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.5							10/16/2003 <sup>(1)</sup>	10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.75							07/23/2002 <sup>(1)</sup>	07/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.03							07/15/2000 <sup>(4)</sup>	07/15/2009	Common Stock
Non-Qualified	\$ 32.27							11/25/2004 <sup>(1)</sup>	11/25/2013	Common

Stock Option  
(right to buy)

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINDHAM DANNY J ADTRAN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Vice President & Gen. Mgr.	

## Signatures

By: Cathy Bartels For: Danny J.  
Windham

10/19/2004

\_\_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.
- (2) The option vests as follows: One (1) share vests on 7/12/2003; 5,748 shares vest on 7/12/2004.
- (3) The option vests as follows: 22,500 shares on 08/30/02; 11,249 shares on 07/12/03; 5,502 shares on 07/12/04.
- (4) The option vests in five (5) equal annual installments beginning on July 15, 2000.

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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