

HARVEY STEVEN L  
Form 4  
October 25, 2005

**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 \*  
HARVEY STEVEN L

(Last) (First) (Middle)

C/O 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)  
10/25/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President Sales

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	10/25/2005		W		21,000	D	\$ 30.66
					12,866	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  
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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 Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 <sup>(1)</sup> 07/12/2010	Common Stock 11,49
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 <sup>(2)</sup> 10/16/2012	Common Stock 9,52
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 <sup>(2)</sup> 07/23/2011	Common Stock 7,84
Incentive Stock Option (right to buy)	\$ 18.94					02/05/1998 02/05/2007	Common Stock 10,00
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 <sup>(2)</sup> 10/18/2014	Common Stock 4,50
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 <sup>(2)</sup> 11/25/2013	Common Stock 3,09
Non-Qualified Stock Option (right to buy)	\$ 8.7					07/12/2001 <sup>(3)</sup> 07/12/2010	Common Stock 3,50
Non-Qualified Stock Option (right to buy)	\$ 9.72					01/04/2000 01/04/2009	Common Stock 2,00
Non-Qualified Stock Option (right to buy)	\$ 10.5					10/16/2003 <sup>(2)</sup> 10/16/2012	Common Stock 44,4
Non-Qualified Stock Option (right to buy)	\$ 12.75					07/23/2002 <sup>(2)</sup> 07/23/2011	Common Stock 61,7
Non-Qualified Stock Option	\$ 18.03					07/15/2000 <sup>(4)</sup> 07/15/2009	Common Stock 80,00

(right to buy)

Non-Qualified

Stock Option \$ 22.17

10/18/2005<sup>(2)</sup>

10/18/2014

Common  
Stock

13,4

(right to buy)

Non-Qualified

Stock Option \$ 32.27

11/25/2004<sup>(2)</sup>

11/25/2013

Common  
Stock

14,9

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARVEY STEVEN L C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Vice President Sales	

## Signatures

By: Cathy Bartels For: Steven L.  
Harvey

10/25/2005

\_\_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 as follows: 1 share on 7/12/03; 5,748 shares 7/12/2004

(2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.

(3) The option vests as follows: 15,000 shares on 08/30/02; 7,499 shares on 7/12/2003; 1,752 shares on 7/12/2004.

(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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