

LOCKE P STEVEN

Form 4

July 26, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LOCKE P STEVEN

(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)  
07/22/2005

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 below) \_\_\_\_ Other (specify below)

VICE PRESIDENT MKTG. CND

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	07/22/2005		M		3,310	A	\$ 10.5	3,310	D
Common Stock	07/22/2005		S		3,310	D	\$ 26.692	0	D
Common Stock	07/22/2005		M		5,690	A	\$ 10.5	5,690	D
Common Stock	07/22/2005		S		5,690	D	\$ 26.692	0	D
Common Stock	07/26/2005		M		10,000	A	\$ 12.75	10,000	D

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Common Stock      07/26/2005      S      10,000      D      \$ 27.121      0      D

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

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**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 10.5	07/22/2005		M	3,310	10/16/2003 <sup>(1)</sup> 10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.5	07/22/2005		M	5,690	10/16/2003 <sup>(1)</sup> 10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.75	07/26/2005		M	10,000	07/23/2002 <sup>(1)</sup> 07/23/2011	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)	\$ 22.17					10/18/2005 <sup>(1)</sup> 10/18/2014	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)	\$ 22.17					10/18/2005 <sup>(1)</sup> 10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.27					11/25/2004 <sup>(1)</sup> 11/25/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKE P STEVEN C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			VICE PRESIDENT MKTG. CND	

## Signatures

By: Cathy Bartels For: P. Steven  
Locke

07/26/2005

\_\_\_\_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 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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