

ADTRAN INC  
Form 4  
January 03, 2014

**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 \*  
NICHOLS ROY J

(Last) (First) (Middle)  
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)  
12/31/2013

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)

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) |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |   |           |
| Common Stock                    | 12/31/2013                           |  | M                              |   | 63.794  | A  | 18,157.794  | D |           |
| Common Stock <sup>(1)</sup>     | 12/31/2013                           |  | D                              |   | 0.794   | D  | \$ 27.01  | D |           |
| Common Stock <sup>(2)</sup>     | 12/31/2013                           |  | A                              |   | 2,962   | A  | \$ 0  | D |           |
| Common Stock                    |                                      |  |                                |   |   |  | 23,328  | I | by Trust  |
| Common Stock                    |                                      |  |                                |   |   |  | 5,421   | I | by Spouse |
|                                 |                                      |  |                                |   |   |  | 6   | I |           |

|              |  |   |  |  |   |  |   |
|--------------|--|---|--|--|---|--|---|
| Common Stock |  |   |  |  |   |  | by Spouse as UTMA custodian for granddaughter |
| Common Stock |  | 6 |  |  | I |  | by Spouse as UTMA custodian for grandson      |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Dividend Equivalent Rights                 | <u>(1)</u>   | 12/31/2013                           |  | M                              | 63.794  | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 63.794                        |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NICHOLS ROY J<br>901 EXPLORER BLVD.<br>HUNTSVILLE, AL 35806 | X             |           |         |       |

## Signatures

Gayle S. Ellis by Power of Attorney  
01/03/2014

\_\_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).  
Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as  
(1) dividends were paid on the Company's common stock and are paid in whole shares of common stock with the remainder paid in cash.  
Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.  
(2) Represents a grant of restricted stock that vests at 100% on the 1st anniversary of the grant.

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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