ADTRAN INC Form 4/A March 13, 2007

FORM 4

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

LOCKE P STEVEN

(First) (Middle)

901 EXPLORER BLVD.

(Street)

HUNTSVILLE, AL 35806-2807

2. Issuer Name and Ticker or Trading

Symbol

ADTRAN INC [ADTN]

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

08/09/2006

4. If Amendment, Date Original

08/09/2006

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)

VP Marketing -Carrier Networks

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

Form: Direct (T) (Instr. 4)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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Price of (Month/Day/Year) (Instr. 8) Derivative (Instr. 3) Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

> Code V (A) (D) Date Exercisable Expiration Title

Date

or Numbe of

Amoui

Shares

Incentive

Common 10/17/2006(1) 10/17/2015 stock option 3,98 \$ 30.04 stock (right to buy)

Non-qualified

(right to buy)

\$ 30.04 stock option

10/17/2006(1) 10/17/2015

Common 6,01

stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LOCKE P STEVEN 901 EXPLORER BLVD. **HUNTSVILLE, AL 35806-2807**

VP Marketing -Carrier Networks

Signatures

Cathy Bartels for P. Steven

Locke 03/13/2007

**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).
- The options vest in four equal annual installments beginning on the first anniversary of the date of the grant as shown in column 6. **(1)**
- These options were erroneously reported as a transaction on the reporting person's Form 4, instead of a holding. The grant of these options was originally reported on the reporting person's Form 4 filed on 10/31/2005.

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.

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