ADTRAN INC Form 4

December 05, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * STANTON THOMAS R

(Zip)

2. Transaction Date 2A. Deemed

(First) (Middle)

901 EXPLORER BLVD.

(Street)

(State)

(Month/Day/Year)

HUNTSVILLE, AL 35806

2. Issuer Name and Ticker or Trading

Symbol

ADTRAN INC [ADTN] 3. Date of Earliest Transaction

(Month/Day/Year) 08/08/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Issuer

below)

Person

_X__ Director

Applicable Line)

X_ Officer (give title

Reported Transaction(s)

(Instr. 3 and 4)

(I)

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

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January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

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

(Check all applicable)

below) **CEO**

10% Owner

Other (specify

7. Nature of

Estimated average

burden hours per

(Instr. 4)

6. Ownership

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	08/08/2013		A	90.017		(2)	(2)	Common Stock	90.017	
Phantom Stock	<u>(1)</u>	11/07/2013		A	101.912		(2)	(2)	Common Stock	101.912	
Phantom Stock	<u>(1)</u>	11/07/2013		A	2,066		(2)	(2)	Common Stock	7,335	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STANTON THOMAS R							
901 EXPLORER BLVD.	X		CEO				
HUNTSVILLE, AL 35806							

Signatures

Gayle S. Ellis by Power of Attorney 12/05/2013

**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) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (2) The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.
- Upon vesting of performance shares awarded pursuant to a grant of November 6, 2010 under the ADTRAN, Inc. 2006 Employee Stock (3) Incentive Plan, the reporting person deferred the receipt of shares of the Company's common stock and received instead shares of phantom stock pursuant to the Company's deferred compensation plan.

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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