

Foliano Michael
Form 4
July 26, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foliano Michael

(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)

07/24/2017

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)

Sr VP, Global Operations

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	07/24/2017		M		322	A	\$ 23.02	5,417	D	
Common Stock	07/24/2017		S		322	D	\$ 23.7	5,095	D	
Common Stock	07/25/2017		M		2,546	A	\$ 23.02	7,641	D	
Common Stock	07/25/2017		M		10,132	A	\$ 23.02	17,773	D	
Common Stock	07/25/2017		M		2,751	A	\$ 15.29	20,524	D	

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Common Stock	07/25/2017	M	8,249	A	\$ 15.29	28,773	D
Common Stock	07/25/2017	S	23,678	D	\$ 23.7713 (1)	5,095	D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am or Num of S
Incentive Stock Option (Right to Buy)	\$ 23.02	07/24/2017		M	322	11/05/2008 11/05/2017	Common Stock	3
Incentive Stock Option (Right to Buy)	\$ 23.02	07/25/2017		M	2,546	11/05/2008 11/05/2017	Common Stock	2,
Non-Qualified Stock Option (Right to Buy)	\$ 23.02	07/25/2017		M	10,132	11/05/2008 11/05/2017	Common Stock	10
Incentive Stock Option (Right to Buy)	\$ 15.29	07/25/2017		M	2,751	11/06/2009 11/06/2018	Common Stock	2,
Non-Qualified Stock Option (Right to Buy)	\$ 15.29	07/25/2017		M	8,249	11/06/2009 11/06/2018	Common Stock	8,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Foliano Michael
901 EXPLORER BLVD.
HUNTSVILLE, AL 35806

Sr VP, Global Operations

Signatures

Brandon Dang, by power of
attorney

07/26/2017

__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 shares were sold in multiple transactions at prices ranging from \$23.60 to \$24.00. This amount represents the weighted average sale

- (1) price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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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