

LOCKE P STEVEN
Form 4
February 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
LOCKE P STEVEN

2. Issuer Name and Ticker or Trading Symbol
ADTRAN INC [ADTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

901 EXPLORER BLVD.

VP - Service Provider Sales

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

HUNTSVILLE, AL 35806

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/01/2011		M		2,500	A	\$ 22.53	2,500	D	
Common Stock	02/01/2011		S		2,500	D	\$ 41.6966	0	D	
							(1)			
Common Stock	02/01/2011		M		1,897	A	\$ 23.02	1,897	D	
Common Stock	02/01/2011		S		1,897	D	\$ 41.6966	0	D	
							(1)			
	02/01/2011		M		2,875	A	\$ 23.46	2,875	D	

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Common Stock								
Common Stock	02/01/2011	S	2,875	D	\$ 41.6966 (1)	0		D
Common Stock	02/01/2011	M	978	A	\$ 23.02	978		D
Common Stock	02/01/2011	S	978	D	\$ 41.6966 (1)	0		D
Common Stock	02/01/2011	M	2,875	A	\$ 15.29	2,875		D
Common Stock	02/01/2011	S	2,875	D	\$ 41.6966 (1)	0		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
Incentive Stock Option (right to buy)	\$ 22.53	02/01/2011		M	2,500	11/03/2007 11/03/2016	Common Stock	2,500
Incentive Stock Option (right to buy)	\$ 23.02	02/01/2011		M	1,897	11/05/2008 11/05/2017	Common Stock	1,897
Non-Qualified Stock Option (Right to Buy)	\$ 23.46	02/01/2011		M	2,875	11/07/2010 11/07/2019	Common Stock	2,875

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Non-Qualified Stock Option (right to buy)	\$ 23.02	02/01/2011	M	978	11/05/2008	11/05/2017	Common Stock	97
Non-Qualified Stock Option (right to buy)	\$ 15.29	02/01/2011	M	2,875	11/06/2009	11/06/2018	Common Stock	2,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKE P STEVEN 901 EXPLORER BLVD. HUNTSVILLE, AL 35806				VP - Service Provider Sales

Signatures

Gayle Ellis by Power of Attorney 02/03/2011

**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 \$41.66 to \$41.78. This amount represents the weighted average sale 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. 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.