

LOCKE P STEVEN  
Form 4  
July 26, 2005

**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

(Last) (First) (Middle)

C/O ADTRAN, 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)  
07/22/2005

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)  
VICE PRESIDENT MKTG. CND

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/22/2005		M	A	\$ 10.5 3,310	D	
Common Stock	07/22/2005		S	D	\$ 26.692 0	D	
Common Stock	07/22/2005		M	A	\$ 10.5 5,690	D	
Common Stock	07/22/2005		S	D	\$ 26.692 0	D	
Common Stock	07/26/2005		M	A	\$ 12.75 10,000	D	

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Common Stock 07/26/2005 S 10,000 D \$ 27.121 0 D

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.** SEC 1474 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 10.5	07/22/2005		M	3,310	10/16/2003 <sup>(1)</sup> 10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.5	07/22/2005		M	5,690	10/16/2003 <sup>(1)</sup> 10/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.75	07/26/2005		M	10,000	07/23/2002 <sup>(1)</sup> 07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 <sup>(1)</sup> 07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 22.17					10/18/2005 <sup>(1)</sup> 10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 <sup>(1)</sup> 11/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17					10/18/2005 <sup>(1)</sup> 10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.27					11/25/2004 <sup>(1)</sup> 11/25/2013	Common Stock

