

FREDRICKSON ROBERT A
 Form 4
 October 19, 2004

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 *
FREDRICKSON ROBERT A

(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)
10/18/2004

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 Sales

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) Code V Amount (D) Price			
Common Stock					8,000	D	
Common Stock					2,000	I	by Daughter <u>(1)</u>

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

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SEC 1474 (9-02)

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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 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)	\$ 22.17	10/18/2004		A	4,501	10/18/2005 ⁽²⁾	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.17	10/18/2004		A	13,499	10/18/2005 ⁽²⁾	10/18/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽³⁾	07/12/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					10/16/2003 ⁽²⁾	10/16/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 10.66					09/17/1999	09/17/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75					07/23/2002 ⁽⁴⁾	07/23/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 19.88					10/15/1997	10/15/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 32.27					11/25/2004 ⁽²⁾	11/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.7					07/12/2001 ⁽⁵⁾	07/12/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.72					01/04/2000	01/04/2009	Common Stock
Non-Qualified Stock Option	\$ 10.5					10/16/2003 ⁽²⁾	10/16/2012	Common Stock

(right to buy)				
Non-Qualified Stock Option (right to buy)	\$ 12.75	07/23/2002 ⁽²⁾	07/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.03	07/15/2000 ⁽⁶⁾	07/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.63	02/05/1998	02/05/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.27	11/25/2004 ⁽²⁾	11/25/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICKSON ROBERT A C/O ADTRAN 901 EXPLORER BLVD HUNTSVILLE, AL 35806			Vice President Sales	

Signatures

By: Cathy Bartels For: Robert A.
Fredrickson

10/19/2004

**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) This transaction occurred in the Joint Account with Daughter, Stacie Fredrickson.
 - (2) The option vests in four equal and annual installments beginning on the first anniversary date of the grant as shown in column 6.
 - (3) The option vests as follows: 1 share on 7/12/2003; 5,748 shares on 7/12/2004.
 - (4) The option vests in five equal and annual installments beginning on the first anniversary date of the grant as shown in column 2.
 - (5) The option vests as follows: 15,000 shares vest on 8/30/02; 7,499 shares vest on 7/12/2003; and 1,752 shares vest on 7/12/2004.
 - (6) The option vests in five (5) equal annual installments beginning on July 15, 2000.

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.