

NICHOLS ROY J  
Form 4  
January 03, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NICHOLS ROY J

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)  
12/31/2005

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

901 EXPLORER BLVD.

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	10,000	I	by Spouse
Common Stock				(A) or (D) Price	27,000	I	by Trust

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)**

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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. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of
Non-Qualified Stock Option (right to buy)	\$ 29.71	12/31/2005		A	5,000	12/31/2006 12/31/2015	Common Stock				5
Non-Qualified Stock Option (right to buy)	\$ 8.7					08/30/2002 <sup>(1)</sup> 12/31/2006	Common Stock				3
Non-Qualified Stock Option (right to buy)	\$ 8.7					08/30/2003 <sup>(2)</sup> 08/30/2012	Common Stock				1
Non-Qualified Stock Option (right to buy)	\$ 9.16					12/31/1999 12/31/2008	Common Stock				4
Non-Qualified Stock Option (right to buy)	\$ 10.63					12/29/2001 12/29/2010	Common Stock				1
Non-Qualified Stock Option (right to buy)	\$ 13.75					12/31/1998 12/31/2007	Common Stock				4
Non-Qualified Stock Option (right to buy)	\$ 16.45					12/31/2003 <sup>(2)</sup> 12/31/2012	Common Stock				1
Non-Qualified Stock Option (right to buy)	\$ 19.2					12/31/2005 <sup>(2)</sup> 12/31/2014	Common Stock				5
Non-Qualified Stock Option (right to buy)	\$ 31.1					12/31/2004 12/31/2013	Common Stock				5

## Reporting Owners

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

NICHOLS ROY J  
901 EXPLORER BLVD.  
HUNTSVILLE, AL 35806

## Signatures

By: Cathy Bartels For: Roy J.  
Nichols

01/03/2006

\_\_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) Option is 100% vested.

(2) Option is 100% vested on first anniversary date of grant.

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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