ADTRAN INC Form 4/A March 13, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

HUSS H FENWICK

(First) (Middle) (Last)

901 EXPLORER BLVD.

(Street)

HUNTSVILLE, AL 35806-2807

2. Issuer Name and Ticker or Trading

Symbol

ADTRAN INC [ADTN]

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

01/03/2007

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Other (specify Officer (give title

below)

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

(City) (State) (Zip)

1.Title of

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8)

4. Securities

(Instr. 3, 4 and 5) (A)

or

Beneficially Owned Following Reported

Transaction(s)

5. Amount of

Securities

(Instr. 4)

(D) or Indirect Beneficial

6. Ownership

Form: Direct

Ownership (Instr. 4)

Indirect

7. Nature of

(Instr. 3 and 4)

Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

Security

(Instr. 3)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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Derivative (A) or Security Disposed of (D)

(Instr. 3, 4, and 5)

(A) (D) Date Exercisable Expiration Title

Date

Ar

or Nι of Sh

Non-qualified

Common 12/31/2007(1) 12/31/2016 stock option \$ 22.7 12/31/2006 A 5,000 stock

(right to buy)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HUSS H FENWICK X 901 EXPLORER BLVD. **HUNTSVILLE, AL 35806-2807**

Signatures

Cathy Bartels for H. 03/13/2007 Fenwick Huss

**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).
- Option is 100% vested on first anniversary date of grant.

Remarks:

This Form 4 is being amended to correct the transaction date, date exercisable and expiration date, which were reported incorr 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.

Reporting Owners 2