Foliano Michael Form 4/A February 04, 2013

FORM 4

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

OMB APPROVAL OMB

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10% Owner

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Foliano Michael

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Director

(Last)

ADTRAN INC [ADTN]

3. Date of Earliest Transaction

(Month/Day/Year) 11/07/2012

(Check all applicable)

X_ Officer (give title Other (specify below) below)

Sr VP, Global Operations

901 EXPLORER BLVD.

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

11/28/2012

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

Following Reported

(A) Transaction(s) (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)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	11/07/2012		A	562		(3)	(3)	Common Stock	562	<u>(4</u>
Phantom Stock	<u>(2)</u>	02/16/2012		A	6.073		(3)	(3)	Common Stock	6.073	\$ 38
Phantom Stock	(2)	05/10/2012		A	7.576		(3)	(3)	Common Stock	7.576	\$ 30
Phantom Stock	(2)	08/09/2012		A	10.16		(3)	(3)	Common Stock	10.16	\$ 22
Phantom Stock	<u>(3)</u>	11/08/2012		A	12.57		(3)	(3)	Common Stock	12.57	\$ 17

Reporting Owners

hips	
	mps

Director 10% Owner Officer Other

Foliano Michael

901 EXPLORER BLVD. Sr VP, Global Operations HUNTSVILLE, AL 35806

Signatures

Gayle S Ellis by Power of Attorney 02/04/2013

**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 first line in Table I of the Form 4 filed by the reporting person on November 28, 2012 incorrectly reported the acquisition of 562 shares of common stock upon vesting of performance shares awarded pursuant to a grant of November 7, 2009 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan. Upon vesting of the performance shares, the reporting person deferred the receipt of 562 shares of

- the Company's common stock and received instead 562 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, this Amendment amends the previously filed Form 4 by (i) deleting the first line in Table I and (ii) adding a line in Table II reporting the acquisition of 562 shares of phantom stock upon vesting of the performance shares on November 7, 2012. The reporting person is also reporting the acquisition of additional phantom shares on each of February 16, 2012, May 10, 2012, August 9, 2012 and November 8, 2012, which were not previously reported.
- (2) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.

(3)

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The phantom stock becomes payable 6 months after the reporting person's separation of service with the Company. The reporting person may transfer his phantom stock account into an alternative investment at any time.

Upon vesting of performance shares awarded to the reporting person pursuant to grant of November 7, 2009 under the ADTRAN, Inc.

(4) 2006 Employee Stock Incentive Plan, the reporting person deferred the receipt of 562 shares of the Company's common stock and received instead 562 shares of phanton stock pursuant to the Company's deferred compensation plan.

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.