MATTHEWS JAMES E

Form 4/A

February 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

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 * **MATTHEWS JAMES E**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ADTRAN INC [ADTN]

(Check all applicable)

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

_X__ Director

10% Owner Other (specify

901 EXPLORER BLVD.

X_ Officer (give title below)

below) Sr VP - Finance, CFO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 11/28/2012

(Month/Day/Year)

11/07/2012

X Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

HUNTSVILLE, AL 35806

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

5. Amount of Securities

6. Ownership 7. Nature of Form: Direct Indirect

(Instr. 3)

Security

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported

Beneficially

(D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(9-02)

(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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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 of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

8. Pı

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
				Code V	(A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	(2)	11/07/2012		A	1,324	<u>(3)</u>	(3)	Common Stock	1,324	
Phantom Stock	(2)	02/16/2012		A	14.29	<u>(3)</u>	(3)	Common Stock	14.29	\$ 3
Phantom Stock	(2)	05/10/2012		A	17.825	(3)	(3)	Common Stock	17.825	\$ 3
Phantom Stock	(2)	08/09/2012		A	23.913	<u>(3)</u>	(3)	Common Stock	23.913	\$ 2
Phantom Stock	<u>(3)</u>	11/08/2012		A	29.575	<u>(3)</u>	(3)	Common Stock	29.575	\$ 1

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
MATTHEWS JAMES E 901 EXPLORER BLVD.	X		Sr VP - Finance, CFO				
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 1324 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 1324 shares of

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- the Company's common stock and received instead 1324 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 1324 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) 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.

Reporting Owners 2

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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 1324 shares of the Company's common stock and received instead 1324 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.