

WINDHAM DANNY J  
 Form 4  
 February 12, 2003  
 SEC Form 4

<p style="text-align: center;"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*  <b>Windham, Danny J.</b></p> <hr/> <p>(Last) (First)                  (Middle)</p> <p><b>ADTRAN</b>  <b>901 Explorer Blvd.</b></p> <hr/> <p>(Street)  <b>Huntsville, AL 35806</b></p> <hr/> <p>(City) (State)                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>ADTRAN, Inc.</b>  <b>ADTN</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>02/10/2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b><u>Vice President &amp; Gen Mgr. EN Div.</u></b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
Common Stock	02/10/2003		M		7,500	A	\$25.375		D	
Common Stock	02/10/2003		M		37,300	A	\$21.313		D	
Common Stock	02/10/2003		S		37,300	D	\$35.910		D	
Common Stock	02/10/2003		S		4,000	D	\$35.370		D	
Common Stock	02/11/2003		M		9,180	A	\$25.375		D	

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Common Stock	02/11/2003		S		9,180	D	\$35.353		D	
Common Stock	02/11/2003		M		816	A	\$21.313		D	
Common Stock	02/11/2003		S		816	D	\$35.353		D	
Common Stock	02/11/2003		M		12,704	A	\$17.390		D	
Common Stock	02/11/2003		S		12,704	D	\$35.353		D	
Common Stock	02/11/2003		G	V	1,100	D	\$35.920		D	
Common Stock	02/11/2003		G	V	300	D	\$35.920	7,500	D	

**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 (DE) and Expiration Date (ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Date (Instr. 6)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Incentive Stock Option (Right to Buy)	\$25.375	02/10/2003		M			7,500	07/16/02	07/16/07	Common Stock	7,500	\$	6,400
Non-Qualified Stock Option (Right to Buy)	\$17.39	02/11/2003		M			12,704	08/30/02	07/12/10	Common Stock	12,704	\$	26,000
Non-Qualified Stock Option (Right to Buy)	\$21.313	02/10/2003		M			37,300	09/17/02	09/17/08	Common Stock	37,300	\$	
Non-Qualified Stock Option (Right to Buy)	\$21.313	02/11/2003		M			816	09/17/02	09/17/08	Common Stock	816	\$	5,000
Non-Qualified Stock Option (Right to Buy)	\$25.375	02/11/2003		M			9,180	07/16/02	07/16/07	Common Stock	9,180	\$	0

Explanation of Responses:

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By: /s/ Danny J. Windham

Date: 02/11/2003

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\*\* Signature of Reporting Person

SEC 1474 (9-02)

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

\* 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).

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.