

ADTRAN INC
Form 4
January 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
BLOUNT W FRANK

(Last) (First) (Middle)

C/O ENTERGY CORP, 639
LOYOLA AVE

(Street)

NEW ORLEANS, LA 70113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADTRAN INC [ADTN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of
Non-Qualified Stock Option (right to buy)	\$ 19.2	12/31/2004	A	5,000					12/31/2005 ⁽¹⁾	12/31/2014	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 8.7								08/30/2002 ⁽²⁾	12/31/2009	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 8.7								08/30/2003 ⁽¹⁾	08/30/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 9.44								04/20/2000	04/20/2009	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 10.63								12/29/2000	12/29/2010	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 16.45								12/31/2003 ⁽¹⁾	12/31/2012	Common Stock	1
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
BLOUNT W FRANK C/O ENTERGY CORP 639 LOYOLA AVE NEW ORLEANS, LA 70113	X			

Signatures

By: Cathy Bartels For: W. Frank Blount
Date: 01/03/2005

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

Remarks:

All option amounts reflect an adjustment as a result of a two-for-one stock split on the common stock, effective December 15,

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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