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ADTRAN INC Form 4										
November 06, 20										
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO	N OMB	PPROVAL 3235-0287	
Check this bo	x		Number:	January 31,						
if no longer subject to Section 16. Form 4 or Form 5	STATEM		SECUI	Estimated burden hou response	Estimated average burden hours per response 0.					
obligations may continue. See Instruction 1(b).	Section 17((a) of the I	Public U	tility Hol	ding Co		nge Act of 1934, a of 1935 or Secti 1940			
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> WINDHAM DANNY J			2. Issuer Name and Ticker or Trading Symbol ADTRAN INC [ADTN]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Che	eck all applicabl	e)	
901 EXPLORER BLVD.			(Month/Day/Year) 11/02/2006			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President				
	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
HUNTSVILLE,	, AL 35806						Person		oportung	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	(A) or of (D)	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	(D) Price	(Insure and I)			
Reminder: Report o	n a separate line	e for each cla	ass of sec	urities bene	-	-	-			
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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	Am or Nu of S
Incentive Stock Option (right to buy)	\$ 22.53	11/02/2006		А	4,439	11/02/2007	11/02/2016	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 22.53	11/02/2006		А	40,561	11/02/2007	11/02/2016	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WINDHAM DANNY J 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	Х		President				
Signatures							
By: Cathy Bartels For: Danny J	۲.	11/0	6/2006				

iiiiy J Windham

**Signature of Reporting Person

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).

Date

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.