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Wilson James Dens Form 4	on Jr									
February 25, 2013										
FORM 4		TATEC	CECU	DITIEC			E COMMISSION	т	PPROVAL	
	UNITED 5	IAIES						OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average urs per . 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 Response	es)									
1. Name and Address of Reporting Person <u>*</u> Wilson James Denson Jr			2. Issuer Name and Ticker or Trading Symbol ADTRAN INC [ADTN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (Fin					(Check all applicable)					
(Last) (First) (Middle) 901 EXPLORER BLVD.			(Month/Day/Year) 02/21/2013			Director 10% Owner X Officer (give title Other (specify below) below) below) Sr VP and GM, Carrier Networks				
			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 				
HUNTSVILLE, A	L 35806						Form filed by Person	More than One R	eporting	
(City) (Sta	ate) (Z	Zip)	Tab	le I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	a	Execution I any	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(D) Price				
Reminder: Report on a	separate line f	or each cla	ass of sec	urities bene	-	-	-			
					inforn requir	nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	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)

(e.g., puts, cans, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof 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) (In		Acquired (A) or Disposed (D) (Instr. 3, and 5)	of					(Instr.
			Co	ode V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	02/21/2013	1	A	3.994		(2)	(2)	Common Stock	3.994	\$ 23.

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Wilson James Denson Jr 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Sr VP and GM, Carrier Networks					
Signatures								
Gayle S. Ellis by Power of Attorney	02/25/	/2013						
**Signature of Reporting Person	Dat	e						

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) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.
- (2) 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.

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.