

ADTRAN INC
Form 5
February 17, 2015

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Scheiterer Eduard

(Last) (First) (Middle)

901 EXPLORER BLVD.

(Street)

HUNTSVILLE, AL 35806

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr VP & Managing Director

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information
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(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 (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying S (Instr. 3 and
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	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
						(A)	(D)			
Incentive Stock Option	\$ 18.97	11/14/2014	Â	A	5,002	Â		11/14/2015 ⁽¹⁾	11/14/2024	Common Stock
Non-Qualified	\$ 18.97	11/14/2014	Â	A	4,998	Â		11/14/2015 ⁽¹⁾	11/14/2024	Common Stock
Incentive Stock Option	\$ 23.64	Â	Â	3 ⁽²⁾	Â	Â		11/02/2014 ⁽¹⁾	11/02/2023	Common Stock
Non-Qualified Stock Option	\$ 23.64	Â	Â	3 ⁽²⁾	Â	Â		11/02/2014 ⁽¹⁾	11/02/2023	Common Stock
Incentive Stock Option (Right to Buy)	\$ 27.75	Â	Â	3 ⁽²⁾	Â	Â		07/10/2013 ⁽¹⁾	07/10/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scheiterer Eduard 901 EXPLORER BLVD. HUNTSVILLE,Â ALÂ 35806	Â	Â	Â Sr VP & Managing Director	Â

Signatures

Gayle S. Ellis by Power of Attorney
02/17/2015

__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) The option vests in four equal and annual installments beginning on the first anniversary date of the grant.
- (2) The reporting person owned the options on June 1, 2014, the date on which the reporting person became an officer of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.