

Smith Linda Jones
Form 4/A
February 12, 2009

FORM 4

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

OMB APPROVAL

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

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 *
Smith Linda Jones

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CLINTON AVENUE, SUITE 805

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2008

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

See Remarks below

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
11/03/2008

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HUNTSVILLE, AL 35801

(City) (State) (Zip)

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) or (D) | Price |
| Common Stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | | J ⁽²⁾ | | 1,232,804 | D | \$ 14.04 |
| Common stock, \$.01 par | 10/30/2008 ⁽¹⁾ | | J ⁽²⁾ | | 1,232,804 | A | \$ 14.04 |
| | | | | | 71,841 | I | \$ 14.04 ⁽³⁾ |

by LJS
GRAT
2007-2
UAD
07/27/07
Mark
Clay
Smith
Trustee

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value

| | | | | | | | | |
|--|---------------------------|------------------|-----------|---|-------------|--------------------------|---|--|
| Common Stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | J ⁽²⁾ | 1,028,716 | D | \$ 14.04 | 71,284 ⁽³⁾ | I | by LJS GRAT 2007-3 UAD 07/27/07 Mark Clay Smith Trustee |
| Common stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | J ⁽²⁾ | 1,028,716 | A | \$ 14.04 | 2,313,948 | D | |
| Common Stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | J ⁽²⁾ | 1,475,416 | D | \$ 14.04 | 346,221 ⁽³⁾ | I | by LJS GRAT 2007-4 UAD 09/26/07 Mark Clay Smith Trustee |
| Common stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | J ⁽²⁾ | 1,475,416 | A | \$ 14.04 | 3,789,364 | D | |
| Common stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | G V | 3,736,936 | D | \$ 0 | 52,428 | D | |
| Common stock, \$.01 par value | 10/30/2008 ⁽¹⁾ | G V | 3,736,936 | A | \$ 0 | 3,736,936 ⁽³⁾ | I | by LJS GRAT October 2008-2 UAD 10/23/08 Mark Clay Smith Trustee |

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

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(9-02)

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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 and Expiration Date (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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Smith Linda Jones 200 CLINTON AVENUE, SUITE 805 HUNTSVILLE, AL 35801 | | | | See Remarks below |

Signatures

Mark Clay Smith, by power of attorney
 Date: 02/10/2009
 **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 reporting person's Form 4 filed on November 3, 2008 erroneously reported the transaction date as October 29, 2008. The transaction took place on October 30, 2008.
- (2) Distribution of shares to the reporting person as annuitant of the GRAT holding these securities, pursuant to the terms of the trust.
- (3) The reporting person is the settlor of the trust holding these securities. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Remarks:

Remarks:

The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock

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.