NICHOLS ROY J Form 4

January 03, 2013

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

SECURITIES

1(b).

(Last)

(Print or Type Responses)

901 EXPLORER BLVD.

(First)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NICHOLS ROY J Issuer Symbol ADTRAN INC [ADTN]

(Check all applicable) 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2012

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

(Street) 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 Person

HUNTSVILLE, AL 35806

(Middle)

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership Indirect Beneficial Form: Ownership Direct (D) (Instr. 4) or Indirect (I)		
Common Stock	12/31/2012		Code V M	Amount 28.757	(D)	Price (1)	16,017.757	D	
Common Stock	12/31/2012		D	0.757	D	\$ 19.54	16,017	D	
Common Stock	12/31/2012		A	4,094	A	\$ 0	20,111	D	
Common Stock							23,328	I	by Trust
Common Stock							5,421	I	by Spouse
							6	I	

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Common Stock			by Spouse as UTMA custodian for granddaughter
Common Stock	6	I	by Spouse as UTMA custodian for grandson

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

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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 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Date es (Month/Day/Year) d (A) osed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	(1)	12/31/2012		M	28.757	<u>(1)</u>	<u>(1)</u>	Common Stock	28.757

Reporting Owners

Reporting Owner Name / Address	Relationships						
noporous o macrimuno, macroso	Director	10% Owner	Officer	Other			
NICHOLS ROY J 901 EXPLORER BLVD. HUNTSVILLE, AL 35806	X						
Signatures							
Gayle S. Ellis by Power of Attorney		01/03/2013	3				
**Signature of Reporting Person		Date					

Reporting Owners 2

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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).
 - Settlement of dividend equivalent rights in connection with lapse of restriction on restricted stock. The rights accrued when and as
- (1) dividends were paid on the Company's common stock and are paid in whole shares of common stock with the remainder paid in cash. Each dividend equivalent right is the economic equivalent of one share of the Company's 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.