Foliano Mie	chael								
Form 4/A									
February 04	, 2013								
FORM	ΠΔ							PPROVAL	
	UNITED		URITIES A			COMMISSION	OMB Number:	3235-0287	
Check t	his box	· · · · ·	vasinington	l, D.C. 20	J <b>J4</b> 7			January 31,	
if no lor		<b>MENT OF CH</b>	ANGES IN	BENEF	ICIAL OV	WNERSHIP OF	Expires:	2005	
subject Section	10			RITIES			Estimated	•	
Form 4			5200				burden hou response	•	
Form 5	Filed put	rsuant to Sectio	n 16(a) of tl	he Securi	ties Excha	nge Act of 1934,	100001100	. 0.0	
obligati	ons Section 170					of 1935 or Section	on		
may con <i>See</i> Inst	itiliue.		e Investmen	-					
1(b).				_					
(Print or Type	Responses)								
		- *					4.D. I. D.		
1. Name and Foliano Mi	Address of Reporting		suer Name an	d Ticker or	r Trading	5. Relationship of Reporting Person(s) to Issuer			
Folialio Mi	chael	Symb				135001			
		ADI	RAN INC	[ADTN]		(Che	ck all applicabl	e)	
(Last)	(First) (	Middle) 3. Da	te of Earliest 7						
			Ionth/Day/Year)			Director 10% Owner X Officer (give title Other (specify			
901 EXPL	ORER BLVD.	11/0	11/06/2011			below) below)			
						Sr VP,	Global Operation	ions	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
F			Filed(Month/Day/Year)			Applicable Line)			
		11/0	8/2011			_X_ Form filed by	One Reporting P More than One R		
HUNTSVI	LLE, AL 35806					Person	wore than one K	epotting	
(City)	(State)	(Zip)	able I - Non-	Derivative	Securities A	cquired, Disposed o	of. or Beneficia	llv Owned	
1.Title of	2. Transaction Date		3.	4. Securit			6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, i		nAcquired			Form: Direct	Indirect	
(Instr. 3)	( · · · · <b>)</b>	any	Code	Disposed			(D) or Indirect		
		(Month/Day/Yea	r) (Instr. 8)	(Instr. 3,	4 and 5)		(I)	Ownership	
						Following Reported	(Instr. 4)	(Instr. 4)	
					(A)	Transaction(s)			
			Code V	Amount	Or (D) Price	(Instr. 3 and 4)			
			Coue v	Amount	(D) Price				
Reminder: Re	port on a separate line	e for each class of	securities bene	ficially ow	ned directly of	or indirectly.			
				Perso	ons who res	pond to the colle	ction of S	SEC 1474	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

## Edgar Filing: Foliano Michael - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	11/06/2011		А	2,550		(3)	(3)	Common Stock	2,550	<u>(4</u>

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Foliano Michael 901 EXPLORER BLVD. HUNTSVILLE, AL 35806			Sr VP, Global Operations	
Signatures				
Gayle S. Ellis by Power of Attorney		02/04/2013	i	

\*\*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).

The first line in Table I of the Form 4 filed by the reporting person on November 8, 2011 incorrectly reported the acquisition of 2,550 shares of common stock upon vesting of performance shares awarded pursuant to a grant of November 6, 2008 under the ADTRAN, Inc. 2006 Employee Stock Incentive Plan. Upon vesting of the performance shares, the reporting person deferred the receipt of 2,550 shares of

- (1) the Company's common stock and received instead 2,550 shares of phantom stock pursuant to the Company's deferred compensation plan. As a result, this Amendment amends the previously filed Form 4 by (i) deleting the first line in Table I and (ii) adding a line in Table II reporting the acquisition of 2,550 shares of phantom stock by the reporting person upon vesting of the performance shares on November 6, 2011.
- (2) Each share of phantom stock represents a right to receive one share of common stock or the cash value thereof.

Date

(3) 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.

Upon vesting of performance shares awarded pursuant to a grant of November 6, 2008 under the ADTRAN, Inc. 2006 Employee Stock

(4) Incentive Plan, the reporting person deferred the receipt of 2,550 shares of the Company's common stock and received instead 2,550 shares of phantom stock pursuant to the Company's deferred compensation plan.

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.