

ADOBE SYSTEMS INC
Form 4
July 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
THOMPSON MATTHEW

(Last) (First) (Middle)

**ADOBE SYSTEMS
INCORPORATED, 345 PARK
AVENUE**

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADOBE SYSTEMS INC [ADBE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP WW Field Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/01/2013		M		246,644	A	\$ 40.05
Common Stock	07/01/2013		M		77,631	A	\$ 34.64
Common Stock	07/01/2013		S		324,275	D	\$ 46.5315 (2)
Common Stock	07/02/2013		M		99,000	A	\$ 19.93
	07/02/2013		M		36,728	A	\$ 34.16
							287,664 (1)
							365,295
							41,020
							140,020
							176,748

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Common Stock							
Common Stock	07/02/2013		M	46,520	A	\$ 34.03	223,268 D
Common Stock	07/02/2013		M	16,369	A	\$ 34.64	239,637 D
Common Stock	07/02/2013		M	3,356	A	\$ 40.05	242,993 D
Common Stock	07/02/2013		S	192,118	D	\$ 46.212 (3)	50,875 D

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (right to buy)	\$ 40.05	07/01/2013		M	246,644	07/01/2013 ⁽⁴⁾ 01/16/2014	Common Stock 246,644
Stock Options (right to buy)	\$ 34.64	07/01/2013		M	77,631	07/01/2013 ⁽⁵⁾ 01/24/2015	Common Stock 77,631
Stock Options (right to buy)	\$ 19.93	07/02/2013		M	99,000	07/02/2013 ⁽⁶⁾ 01/26/2016	Common Stock 99,000
Stock Options (right to buy)	\$ 34.16	07/02/2013		M	36,728	07/02/2013 ⁽⁷⁾ 01/25/2017	Common Stock 36,728
	\$ 34.03	07/02/2013		M	46,520	07/02/2013 ⁽⁸⁾ 01/24/2018	46,520

Stock Options (right to buy)								Common Stock	
Stock Options (right to buy)	\$ 34.64	07/02/2013	M	16,369	07/02/2013 ⁽⁵⁾	01/24/2015		Common Stock	16,3
Stock Options (right to buy)	\$ 40.05	07/02/2013	M	3,356	07/02/2013 ⁽⁴⁾	01/16/2014		Common Stock	3,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON MATTHEW ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			EVP WW Field Operations	

Signatures

/s/ Justin Judd, as attorney-in-fact
07/03/2013
**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) Includes 875 shares acquired on June 28, 2013 pursuant to Adobe's 1997 Employee Stock Purchase Plan, as amended.
This transaction was executed in multiple trades at prices ranging from \$46.22 to \$46.95. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (2) This transaction was executed in multiple trades at prices ranging from \$46.0127 to \$46.4. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (3) Options granted January 16, 2007 are fully vested and exercisable.
- (5) Options granted January 24, 2008 are fully vested and exercisable.
- (6) Options granted January 26, 2009 are fully vested and exercisable.
- (7) Stock options granted on January 25, 2010 vest at a rate of 2.08% per month for 48 months.
- (8) Stock options granted on January 24, 2011 vest at a rate of 2.08% per month for 48 months.

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.