

ADOBE SYSTEMS INC
Form 4
December 19, 2012

FORM 4

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

OMB APPROVAL

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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 *
LYNCH KEVIN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CTO, SVP Experience&Technology

ADOBE SYSTEMS
INCORPORATED, 345 PARK
AVENUE

(Street)

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

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

SAN JOSE, CA 95110

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/17/2012		M		9,296	A	\$ 24.66
					58,456 ⁽¹⁾		
Common Stock	12/17/2012		M		26,863	A	\$ 26.53
Common Stock	12/17/2012		M		120,750	A	\$ 32.1
Common Stock	12/17/2012		M		4,614	A	\$ 24.66
Common Stock	12/17/2012		M		62,043	A	\$ 34.64

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Common Stock	12/17/2012	M	26,434	A	\$ 19.93	299,160	D
Common Stock	12/17/2012	S	250,000	D	\$ 37.2054 <u>(2)</u>	49,160	D

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

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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 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)	\$ 24.66	12/17/2012		M	9,296	12/17/2012 ⁽³⁾ 02/24/2015	Common Stock 9,296
Stock Options (right to buy)	\$ 26.53	12/17/2012		M	26,863	12/17/2012 ⁽³⁾ 09/14/2015	Common Stock 26,863
Stock Options (right to buy)	\$ 32.1	12/17/2012		M	120,750	12/17/2012 ⁽³⁾ 11/30/2015	Common Stock 120,750
Stock Options (right to buy)	\$ 24.66	12/17/2012		M	4,614	12/17/2012 ⁽³⁾ 02/24/2015	Common Stock 4,614
Stock Options (right to buy)	\$ 34.64	12/17/2012		M	62,043	12/17/2012 ⁽³⁾ 01/24/2015	Common Stock 62,043
Stock Options (right to buy)	\$ 19.93	12/17/2012		M	26,434	12/17/2012 ⁽⁴⁾ 01/26/2016	Common Stock 26,434

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH KEVIN M ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			CTO, SVP Experience&Technology	

Signatures

/s/ Justin Judd, as
attorney-in-fact
12/19/2012

**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 29, 2012 pursuant to Adobe's 1997 Employee Stock Purchase Plan, as amended.
This transaction was executed in multiple trades at prices ranging from \$37.2000 to \$37.2850. 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 are fully vested and exercisable.
- (4) Vests 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.