

AVID TECHNOLOGY, INC.
 Form 4
 November 17, 2014

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 *
 Murray Ryan H

2. Issuer Name and Ticker or Trading Symbol
 AVID TECHNOLOGY, INC.
 [AVID]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 AVID TECHNOLOGY, INC., 75
 NETWORK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2014

____ Director
 Officer (give title below) 10% Owner
 Other (specify below)
 VP & Chief Accounting Officer / Controller

BURLINGTON, MA 01803

(City) (State) (Zip)

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/13/2014 | | A | (1) | 3,999 | \$ 0 | 3,999 | D |
| Common Stock | 11/13/2014 | | A | (2) | 4,001 | \$ 0 | 8,000 | D |
| Common Stock | 11/13/2014 | | F | (3) | 1,299 | \$ 10.27 | 6,701 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
 (9-02)

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 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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|------------|
| | Director | 10% Owner | Officer | Other |
| Murray Ryan H AVID TECHNOLOGY, INC. 75 NETWORK DRIVE BURLINGTON, MA 01803 | | | VP & Chief Accounting Officer | Controller |

Signatures

/s/ Jason A. Duva as Attorney-in-Fact for Ryan H. Murray
 11/17/2014

**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).

- Represents the unvested portion of an award of RSUs that is vesting on a time-based vesting schedule over the course of three years as follows: 33.33% on the first anniversary of the vesting start date of April 26, 2013, and the remaining 66.66% in equal 8.25% installments every three months thereafter, provided the reporting person continues to be employed by the Issuer on each such vesting date. Each RSU represents the contingent right to receive one share of the Issuer's common stock. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each such vesting date. The vest start date of April 26, 2013 for this award has been determined by the Committee to reflect the fact that such award would have been granted in the second quarter of calendar year 2013, were it not for the Issuer's restatement process and the fact that the Issuer was not current in its filing obligations under the Exchange Act.
- (1) Shares of common stock, representing the vested portion of an award of RSUs that is vesting on a time-based vesting schedule over the course of three years as follows: 33.33% on the first anniversary of the vesting start date of April 26, 2013, and the remaining 66.66% in equal 8.25% installments every three months thereafter, provided the reporting person continues to be employed by the Issuer on each such vesting date (the "Vested Catch-up Grant"). This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each such vesting date. The vest start date of April 26, 2013 for this award has been determined by the

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Committee to reflect the fact that such award would have been granted in the second quarter of calendar year 2013, were it not for the Issuer's restatement process and the fact that the Issuer was not current in its filing obligations under the Exchange Act.

- (3) Represents shares withheld by the Issuer to satisfy tax obligations in relation to the Vested Catch-up Grant described in footnote 3 above. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on the vesting date.

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.