

Barlow Kelly J
Form 4
December 06, 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 *
Barlow Kelly J

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)
435 PACIFIC AVENUE, 4TH FLOOR,

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2012

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

(Street)
SAN FRANCISCO, CA 94133

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

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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 displays a currently valid OMB control number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units | \$ 0 | 12/04/2012 | A | 13,507 <u>(1)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 13,507 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Barlow Kelly J 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |
| ValueAct Holdings, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |
| ValueAct Capital Master Fund, L.P. 435 PACIFIC AVENUE 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |
| VA Partners I, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |
| ValueAct Capital Management, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |
| ValueAct Capital Management, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |
| ValueAct Holdings GP, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133 | X | | | See Remarks |

Signatures

/s/ Kelly J. Barlow

12/06/2012

__Signature of Reporting Person

Date

VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By: /s/ George F. Hamel, Jr., Chief Operating Officer

12/06/2012

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| VALUEACT CAPITAL MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General Partner, By: /s/ George F. Hamel. Jr., Chief Operating Officer | 12/06/2012 |
| <u>Signature of Reporting Person</u> | Date |
| VA PARTNERS I, LLC, By: /s/ George F. Hamel. Jr., Chief Operating Officer | 12/06/2012 |
| <u>Signature of Reporting Person</u> | Date |
| VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By: /s/ George F. Hamel. Jr., Chief Operating Officer | 12/06/2012 |
| <u>Signature of Reporting Person</u> | Date |
| VALUEACT CAPITAL MANAGEMENT, LLC, By: /s/ George F. Hamel. Jr., Chief Operating Officer | 12/06/2012 |
| <u>Signature of Reporting Person</u> | Date |
| VALUEACT HOLDINGS GP, LLC, By: /s/ George F. Hamel. Jr., Chief Operating Officer | 12/06/2012 |
| <u>Signature of Reporting Person</u> | 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) Restricted Stock Units awarded to Kelly J. Barlow as a director of the Issuer. The number of shares is based on the restricted stock unit award having an aggregate value of \$450,000 divided by the average stock price of a share of the Issuer's common stock as reported on the NASDAQ Global Select Market over the 30 calendar days preceding the date of grant.
- (2) Vests at a rate of 50% annually on the first and second anniversaries of the December 4, 2012 grant date.
- (3) Under an agreement with ValueAct Capital, Kelly J. Barlow is deemed to hold the common stock for the benefit of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
- (4) Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

- The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.
- Kelly J. Barlow, a Partner at ValueAct Capital, serves on the board of directors of the Issuer. As a result, the other reporting persons

Joint Filer Information:

Name: ValueAct Holdings, L.P.
Address: 435 Pacific Ave, 4th Fl, SF, CA 94133
Designated Filer: ValueAct Holdings, L.P.
Issuer & Ticker: Adobe Systems Inc. (ADBE)
Date of Event Requiring Statement: 12/4/12

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Name: ValueAct Capital Master Fund, L.P.
Address: 435 Pacific Ave, 4th Fl, SF, CA 94133
Designated Filer: ValueAct Holdings, L.P.
Issuer & Ticker: Adobe Systems Inc. (ADBE)
Date of Event Requiring Statement: 12/4/12

Name: VA Partners I, LLC
Address: 435 Pacific Ave, 4th Fl, SF, CA 94133
Designated Filer: ValueAct Holdings, L.P.
Issuer & Ticker: Adobe Systems Inc. (ADBE)
Date of Event Requiring Statement: 12/4/12

Name: ValueAct Capital Management, L.P.
Address: 435 Pacific Ave, 4th Fl, SF, CA 94133
Designated Filer: ValueAct Holdings, L.P.
Issuer & Ticker: Adobe Systems Inc. (ADBE)
Date of Event Requiring Statement: 12/4/12

Name: ValueAct Capital Management, LLC
Address: 435 Pacific Ave, 4th Fl, SF, CA 94133
Designated Filer: ValueAct Holdings, L.P.
Issuer & Ticker: Adobe Systems Inc. (ADBE)
Date of Event Requiring Statement: 12/4/12

Name: ValueAct Holdings GP, LLC
Address: 435 Pacific Ave, 4th Fl, SF, CA 94133
Designated Filer: ValueAct Holdings, L.P.
Issuer & Ticker: Adobe Systems Inc. (ADBE)
Date of Event Requiring Statement: 12/4/12

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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