

ADOBE SYSTEMS INC
Form 4
January 28, 2015

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 *
THOMPSON MATTHEW

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)
01/24/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP WW Field Operations

**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	01/24/2015		M			24,166	A	\$ 0	75,462	D	
Common Stock	01/24/2015		F			11,623 (1)	D	\$ 74.06	63,839	D	
Common Stock	01/24/2015		M			15,625	A	\$ 0	79,464	D	
Common Stock	01/24/2015		F			8,153 (2)	D	\$ 74.06	71,311	D	
Common Stock	01/24/2015		M			6,750	A	\$ 0	78,061	D	

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Common Stock	01/24/2015	F	<u>2,602</u> (2)	D	\$ 74.06	75,459	D
Common Stock	01/24/2015	M	27,500	A	\$ 0	102,959	D
Common Stock	01/24/2015	F	<u>14,349</u> (2)	D	\$ 74.06	88,610	D
Common Stock	01/24/2015	M	13,367	A	\$ 0	101,977	D
Common Stock	01/24/2015	F	<u>6,974</u> (2)	D	\$ 74.06	95,003	D
Common Stock	01/26/2015	M	12,835	A	\$ 34.03	107,838	D
Common Stock	01/26/2015	S	56,542	D	\$ <u>72.4402</u> (3)	51,296	D

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0	01/24/2015		M	(A) 24,166	(4)	(4)	Common Stock
Restricted Stock Units	\$ 0	01/24/2015		M	(A) 15,625	(5)	(5)	Common Stock
Restricted Stock Units	\$ 0	01/24/2015		M	(A) 6,750	(6)	(6)	Common Stock
Restricted Stock Units	\$ 0	01/24/2015		M	(A) 27,500	(7)	(7)	Common Stock
Restricted Stock Units	\$ 0	01/24/2015		M	(A) 13,367	(8)	(8)	Common Stock
	\$ 0	01/26/2015		A	V	(10)	(10)	

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(11) Vests 1/3 on each of January 24, 2016, January 24, 2017 and January 24, 2018.

(12) Options granted January 24, 2011 are fully vested and exercisable.

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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