

ADOBE SYSTEMS INC
Form 4
December 23, 2005

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 *
BURGESS ROBERT K

(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)
12/22/2005

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/22/2005 | | M | V Amount (A) or (D) Price 14,783 A \$ 20.29 | 172,153 ⁽¹⁾ / ₍₂₎ | D | |
| Common Stock | 12/22/2005 | | M | 2,576 A \$ 9.71 | 174,729 ⁽¹⁾ / ₍₂₎ | D | |
| Common Stock | 12/22/2005 | | M | 62,516 A \$ 9.71 | 237,245 ⁽¹⁾ / ₍₂₎ | D | |
| Common Stock | 12/22/2005 | | M | 20,125 A \$ 5.64 | 257,370 ⁽¹⁾ / ₍₂₎ | D | |
| Common Stock | 12/22/2005 | | S | 82,641 D \$ 37.0145 | 174,729 ⁽¹⁾ / ₍₂₎ | D | |

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 20.29 | 12/22/2005 | | M | 14,783 | 12/22/2005 12/03/2007 | Common Stock | 14,783 |
| Incentive Stock Option (right to buy) | \$ 9.71 | 12/22/2005 | | M | 2,576 | 12/22/2005 12/03/2007 | Common Stock | 2,576 |
| Non-Qualified Stock Option (right to buy) | \$ 9.71 | 12/22/2005 | | M | 62,516 | 12/22/2005 12/03/2007 | Common Stock | 62,516 |
| Non-Qualified Stock Option (right to buy) | \$ 5.64 | 12/22/2005 | | M | 20,125 | 12/22/2005 12/03/2007 | Common Stock | 20,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BURGESS ROBERT K ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110 | X | | | |

Signatures

/s/ Stuart Fagin, as attorney-in-fact
12/23/2005

**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 103,500 shares of restricted stock that vested in full on the effective date of the merger between Adobe Systems Incorporated and Macromedia, Inc.
- (2) Includes 1,622 shares held in trust for the benefit of the children of Mr. Burgess.

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.