

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-11-30**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

WARNOCK JOHN E

CIK: **1032856** | State of Incorporation: **CA** | Fiscal Year End: **1130**
Type: **5** | Act: **34** | File No.: **000-15175** | Film No.: **13529072**
SIC: **7372** Prepackaged software

Mailing Address
C/O ADOBE SYSTEMS INC
345 PARK AVENUE P O BOX
2704
SAN JOSE CA 95110-2704

ISSUER

ADOBE SYSTEMS INC

CIK: **796343** | IRS No.: **770019522** | State of Incorporation: **DE** | Fiscal Year End: **1130**
SIC: **7372** Prepackaged software

Mailing Address
345 PARK AVENUE
SAN JOSE CA 95110-2704

Business Address
345 PARK AVE
SAN JOSE CA 95110-2704
4085366000

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person WARNOCK JOHN E			2. Issuer Name and Ticker or Trading Symbol ADOBE SYSTEMS INC [ADBE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Co-Chairman of the Board	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 11/30/2012			
ADOBE SYSTEMS INCORPORATED, 345 PARK AVENUE						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/20/2012		G	51,161	D	\$ ⁽¹⁾	862,400 ⁽²⁾	I	by trust ⁽³⁾
Common Stock	12/28/2012		G	95,895	D	\$ ⁽¹⁾	766,505	I	by trust ⁽³⁾
Common Stock							70,106 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Shares transferred as bona fide gifts without any consideration received.

2. Since the reporting persons last report, 913,561 shares previously held directly have been transferred to the The Warnock Family Trust uad 08/27/12, of which the reporting person is a trustee.
3. Shares held by The Warnock Family Trust uad 08/27/12 of which the reporting person is a trustee.

Signatures

/s/ Justin Judd, as attorney-in-fact

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

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

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 Number.