

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

NARAYEN SHANTANU

CIK: **1224154**

Type: **4** | Act: **34** | File No.: **000-15175** | Film No.: **13553393**

Mailing Address
*345 PARK AVENUE
SAN JOSE CA 95110*

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 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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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 NARAYEN SHANTANU			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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
ADOBE SYSTEMS INCORPORATED, 345 PARK AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2013		M		60,900	A	\$ 0	287,129	I	by trust ⁽¹⁾
Common Stock	01/24/2013		E		31,777 ⁽²⁾	D	\$38.1	255,352	I	by trust ⁽¹⁾
Common Stock	01/24/2013		M		39,375	A	\$ 0	294,727	I	by trust ⁽¹⁾
Common Stock	01/24/2013		E		20,545 ⁽³⁾	D	\$38.1	274,182	I	by trust ⁽¹⁾
Common Stock	01/24/2013		M		39,433	A	\$ 0	313,615	I	by trust ⁽¹⁾
Common Stock	01/24/2013		E		20,576 ⁽²⁾	D	\$38.1	293,039	I	by trust ⁽¹⁾
Common Stock	01/24/2013		M		23,500	A	\$ 0	316,539	I	by trust ⁽¹⁾
Common Stock	01/24/2013		E		12,262 ⁽³⁾	D	\$38.1	304,277	I	by trust ⁽¹⁾
Common Stock	01/24/2013		M		32,000	A	\$ 0	336,277	I	by trust ⁽¹⁾
Common Stock	01/24/2013		E		12,967 ⁽³⁾	D	\$38.1	323,310	I	by trust ⁽¹⁾
Common Stock	01/25/2013		M		42,750	A	\$ 0	366,060	I	by trust ⁽¹⁾
Common Stock	01/25/2013		E		22,306 ⁽²⁾	D	\$38.32	343,754	I	by trust ⁽¹⁾
Common Stock	01/25/2013		M		23,750	A	\$ 0	367,504	I	by trust ⁽¹⁾
Common Stock	01/25/2013		E		12,392 ⁽³⁾	D	\$38.32	355,112	I	by trust ⁽¹⁾
Common Stock	01/26/2013		M		11,887	A	\$ 0	366,999	I	by trust ⁽¹⁾
Common Stock	01/26/2013		E		6,202 ⁽³⁾	D	\$38.32	360,797	I	by trust ⁽¹⁾
Common Stock	01/28/2013		S		130,000	D	\$38.2225 ⁽⁴⁾	230,797	I	by trust ⁽¹⁾

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Shares	\$ 0	01/24/2013		<u>M</u>			60,900	(5)	(5)	Common Stock	60,900	\$ 0	121,800	D	
Restricted Stock Units	\$ 0	01/24/2013		<u>M</u>			39,375	(6)	(6)	Common Stock	39,375	\$ 0	118,125	D	
Performance Shares	\$ 0	01/24/2013		<u>M</u>			39,433	(7)	(7)	Common Stock	39,433	\$ 0	39,433	D	
Restricted Stock Units	\$ 0	01/24/2013		<u>M</u>			23,500	(8)	(8)	Common Stock	23,500	\$ 0	47,000	D	
Restricted Stock Units	\$ 0	01/24/2013		<u>M</u>			32,000	(9)	(9)	Common Stock	32,000	\$ 0	0	D	
Performance Shares	\$ 0	01/25/2013		<u>M</u>			42,750	(10)	(10)	Common Stock	42,750	\$ 0	0	D	
Restricted Stock Units	\$ 0	01/25/2013		<u>M</u>			23,750	(11)	(11)	Common Stock	23,750	\$ 0	23,750	D	
Restricted Stock Units	\$ 0	01/26/2013		<u>M</u>			11,887	(12)	(12)	Common Stock	11,887	\$ 0	0	D	
Performance Shares	\$ 0	01/24/2013		<u>A</u>	<u>V</u>	315,000 ⁽¹³⁾		(14)	(14)	Common Stock	315,000	\$ 0	315,000	D	
Restricted Stock Units	\$ 0	01/24/2013		<u>A</u>		157,500		(15)	(15)	Common Stock	157,500	\$ 0	157,500	D	

Explanation of Responses:

- Shares held by The Narayan Family Trust, dtd 11/30/00 of which reporting person is a trustee.
- Shares surrendered to pay tax liability due at vesting of Performance Shares.
- Shares surrendered to pay tax liability due at vesting of Restricted Stock Units.
- This transaction was executed in multiple trades at prices ranging from \$38.13 to \$38.28. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- Represents the number of shares acquired upon vesting of 1/3 of the Performance Shares earned by the participant in connection with the Performance Share award filed January 26, 2012. The participant earned 116% of the target award based on the achievement of certain pre-established performance goals during the 2012 fiscal year. The remaining Performance Shares will vest as to 1/3 of the full earned amount on each of the second and third anniversary of the January 24, 2012 grant date.
- RSU award granted on January 24, 2012 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date. The remaining units will vest on January 24, 2014 as to 39,375 shares, January 24, 2015 as to 39,375 shares and January 24, 2016 as to the remaining 39,375 shares.
- Represents the number of shares acquired upon vesting of 1/3 of the Performance Shares earned by the participant in connection with the Performance Share award filed January 26, 2011. The participant earned 130% of the target award based on the achievement of certain pre-established performance goals during the 2011 fiscal year. The remaining Performance Shares will vest as to 1/3 of the full earned amount on the third anniversary of the January 24, 2011 grant date.
- RSU award granted on January 24, 2011 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date. The remaining units will vest on January 24, 2014 as to 23,500 shares and January 24, 2015 as to the remaining 23,500 shares.
- RSU award granted on January 24, 2008 vests at a rate of 50% on the fourth year anniversary of the grant date and 50% on the fifth year anniversary of the grant date. This Restricted Stock Unit award vested in full on January 24, 2013.
- Represents the number of shares acquired upon vesting of 1/3 of the Performance Shares earned by the participant in connection with the Performance Share award filed January 26, 2010. The participant earned 135% of the target award based on the achievement of certain pre-established performance goals during the 2010 fiscal year. This Performance Share award vested in full on the third anniversary of the January 25, 2010 grant date.
- RSU award granted on January 25, 2010 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date. The remaining units will vest on January 25, 2014 as to the remaining 23,750 shares.
- RSU award granted on January 26, 2009 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date. This Restricted Stock Unit award vested in full on January 26, 2013.
- Represents the maximum number of Performance Shares that will be earned, if at all, based on the achievement of a pre-established performance goal during the three-year performance period. Each Performance Share represents a contingent right to receive one share of ADBE common stock. The maximum number represents 200% of the target payout of 157,500 shares.

14. The Performance Shares will vest in full upon the certification of performance goal achievement following the three-year anniversary of the January 24, 2013 grant date, if the performance goal is achieved.
15. Vests at a rate of 50% annually on the first and second anniversaries of the January 24, 2013 grant date.

Signatures

/s/ Justin Judd, as attorney-in-fact
** Signature of Reporting Person

01/28/2013
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.

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