ADOBE SYSTEMS INC

Form 4

October 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Horner Digby

2. Issuer Name and Ticker or Trading Symbol

ADOBE SYSTEMS INC [ADBE]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

09/29/2005

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

SVP, Engineering Tech. Group

C/O 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)

X 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

SAN JOSE, CA 95110

		Tube 1 Non Berryadive Securities Required, Disposed of, of 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)	sactiomr Disposed of (D) (Instr. 3, 4 and 5) (R. 8)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)				
			Code V	Amount	(D)	Price	(IIIsu. 5 aliu 4)					
Common Stock	09/29/2005		M	9,000	A	\$ 4.2266	11,100 (1)	D				
Common Stock	09/29/2005		S	7,769	D	\$ 28.8044	3,331	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 Ame Underlying Secu (Instr. 3 and 4)	
				Code V	ŕ	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 4.2266	09/29/2005		M	9,000	09/29/2005(2)	12/17/2005	Common Stock	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Horner Digby C/O ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110

SVP, Engineering Tech. Group

Signatures

/s/ Stuart Fagin, as attorney-in-fact 10/03/2005

**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) Total includes purchase of 810 shares of common stock on June 30, 2005 pursuant to Adobe's 1997 Employee Stock Purchase Plan.
- Vests at a rate of 25% one year after grant date, 2.08% per month for the following 12 months, and 4.17% per month for the remaining 12 months.

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.

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