

Wadhwani David
Form 3
June 24, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Wadhwani David
(Last) (First) (Middle)

ADOBE SYSTEMS
INCORPORATED,Â 345 PARK
AVENUE

(Street)

SAN JOSE,Â CAAÂ 95110

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/22/2010

3. Issuer Name **and** Ticker or Trading Symbol
ADOBE SYSTEMS INC [ADBE]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (specify below)
SVP, Creative & Interactive

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,526

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	01/25/2017	Common Stock	28,650	\$ 34.16	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	01/26/2016	Common Stock	38,000	\$ 19.93	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	04/15/2015	Common Stock	9,000	\$ 35.75	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	01/24/2015	Common Stock	30,000	\$ 34.64	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	01/24/2014	Common Stock	25,000	\$ 39.69	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	06/22/2013	Common Stock	35,000	\$ 30.79	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	02/11/2015	Common Stock	20,699	\$ 25.41	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	13,950	\$ 0	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	30,000	\$ 0	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	5,874	\$ 0	D	Â
Performance Shares	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	1,860	\$ 0	D	Â
Performance Shares	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	6,200	\$ 0	D	Â
Performance Shares	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	1,389	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wadhwani David ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	Â	Â	Â SVP, Creative & Interactive	Â

Signatures

/s/ Stuart Fagin, as
attorney-in-fact

06/24/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Vests at a rate of 2.08% per month for 48 months.
- (2) Options are fully vested and exercisable.
- (3) Vests at a rate of 25% annually on the first, second, third and fourth anniversary of the January 25, 2010 grant date.
- (4) Vests at a rate of 50% on December 15, 2011, the initial vest date, and then 25% annually on the first and second anniversary of the initial vest date.
- (5) Vests at a rate of 25% annually on the first, second, third, and fourth anniversary of the January 26, 2009 grant date. The remaining units will vest in equal installments on January 26, 2011, January 26, 2012 and January 26, 2013.
- (6) Vests at a rate of 25% annually on the first, second, third, and fourth anniversary of the April 15, 2008 vesting commencement date. The remaining units will vest in equal installments on April 15, 2011 and April 15, 2012.
- (7) Vests at a rate of 25% annually on the first, second, third, and fourth anniversary of the January 24, 2008 grant date. The remaining units will vest in equal installments on January 24, 2011 and January 24, 2012.
- (8) Vests at a rate of 25% annually on the first, second, third, and fourth anniversary of the January 24, 2007 grant date. The remaining units will vest on January 24, 2011.

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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