

ROWLEY RICHARD

Form 4

January 28, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROWLEY RICHARD

(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)

01/24/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Corp. Controller & PAO

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

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		2,765	A	\$ 0	31,621	D
Common Stock	01/24/2013		F		1,026 <u>(1)</u>	D	\$ 38.1	30,595	D
Common Stock	01/24/2013		M		1,788	A	\$ 0	32,383	D
Common Stock	01/24/2013		F		671 <u>(2)</u>	D	\$ 38.1	31,712	D
Common Stock	01/24/2013		M		3,500	A	\$ 0	35,212	D

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Common Stock	01/24/2013	F	<u>1,467</u> (2)	D	\$ 38.1	33,745	D
Common Stock	01/25/2013	M	2,750	A	\$ 0	36,495	D
Common Stock	01/25/2013	F	<u>1,033</u> (2)	D	\$ 38.32	35,462	D
Common Stock	01/25/2013	M	6,250	A	\$ 0	41,712	D
Common Stock	01/25/2013	F	<u>2,348</u> (2)	D	\$ 38.32	39,364	D
Common Stock	01/26/2013	M	1,265	A	\$ 0	40,629	D
Common Stock	01/26/2013	F	475 <u>(2)</u>	D	\$ 38.32	40,154	D
Common Stock	01/28/2013	M	1,267	A	\$ 19.93	41,421	D
Common Stock	01/28/2013	S	15,101	D	\$ 38.2241 <u>(3)</u>	26,320	D

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 Underlying Security (Instr. 3)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Performance Shares	\$ 0	01/24/2013		M	2,765	<u>(4)</u> <u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0	01/24/2013		M	1,788	<u>(5)</u> <u>(5)</u>	Common Stock
Restricted Stock Units	\$ 0	01/24/2013		M	3,500	<u>(6)</u> <u>(6)</u>	Common Stock
	\$ 0	01/25/2013		M	2,750	<u>(7)</u> <u>(7)</u>	

Restricted
Stock Units

Restricted Stock Units	\$ 0	01/25/2013	M	6,250	(8)	(8)	Comm Stoc
Restricted Stock Units	\$ 0	01/26/2013	M	1,265	(9)	(9)	Comm Stoc
Performance Shares	\$ 0	01/24/2013	A V	15,650 (10)	(11)	(11)	Comm Stoc
Restricted Stock Units	\$ 0	01/24/2013	A	7,825	(12)	(12)	Comm Stoc
Stock Options (right to buy)	\$ 19.93	01/28/2013	M	1,267	01/28/2013 ⁽¹³⁾	01/26/2016 ⁽¹³⁾	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWLEY RICHARD ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			VP, Corp. Controller & PAO	

Signatures

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

01/28/2013

__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) Shares surrendered to pay tax liability due at vesting of Performance Shares.
- (2) Shares surrendered to pay tax liability due at vesting of Restricted Stock Units.
- (3) This transaction was executed in multiple trades at prices ranging from \$38.22 to \$38.2414. 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.
- (4) 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.
- (5) 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 1,788 shares, January 24, 2015 as to 1,787 shares and January 24, 2016 as to the remaining 1,787 shares.
- (6) 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 3,500 shares and January 24, 2015 as to the remaining 3,500 shares.

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- (7) 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 2,750 shares.
- (8) RSU award granted on January 25, 2010 vests at a rate of 50% on the second anniversary of the grant date, and then 25% annually on the third and fourth anniversaries of the grant date. The remaining units will vest on January 25, 2014 as to 6,250 shares.
- (9) 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
- (10) 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 7,825 shares.
- (11) 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.
- (12) Vests at a rate of 50% annually on the first and second anniversaries of the January 24, 2013 grant date.
- (13) Stock options granted on January 26, 2009 vest at a rate of 2.08% per month for 48 months. Stock options are fully vested and exercisable.

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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