

ADOBE SYSTEMS INC  
Form 4  
December 19, 2012

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LYNCH KEVIN M

(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)  
12/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CTO, SVP Experience&Technology

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/17/2012                           |  | M                              |   | 9,296   | A  | \$ 24.66                          |
| Common Stock                    | 12/17/2012                           |  | M                              |   | 26,863  | A  | \$ 26.53                          |
| Common Stock                    | 12/17/2012                           |  | M                              |   | 120,750   | A  | \$ 32.1                           |
| Common Stock                    | 12/17/2012                           |  | M                              |   | 4,614   | A  | \$ 24.66                          |
| Common Stock                    | 12/17/2012                           |  | M                              |   | 62,043  | A  | \$ 34.64                          |

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|              |            |   |         |   |                             |         |   |
|--------------|------------|---|---------|---|-----------------------------|---------|---|
| Common Stock | 12/17/2012 | M | 26,434  | A | \$ 19.93                    | 299,160 | D |
| Common Stock | 12/17/2012 | S | 250,000 | D | \$<br>37.2054<br><u>(2)</u> | 49,160  | D |

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

**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 control number.**

SEC 1474  
(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 and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Options (right to buy)               | \$ 24.66   | 12/17/2012                           |  | M                              | 9,296   | 12/17/2012 <sup>(3)</sup> 02/24/2015                     | Common Stock 9,296  |
| Stock Options (right to buy)               | \$ 26.53   | 12/17/2012                           |  | M                              | 26,863  | 12/17/2012 <sup>(3)</sup> 09/14/2015                     | Common Stock 26,863   |
| Stock Options (right to buy)               | \$ 32.1  | 12/17/2012                           |  | M                              | 120,750   | 12/17/2012 <sup>(3)</sup> 11/30/2015                     | Common Stock 120,750  |
| Stock Options (right to buy)               | \$ 24.66   | 12/17/2012                           |  | M                              | 4,614   | 12/17/2012 <sup>(3)</sup> 02/24/2015                     | Common Stock 4,614  |
| Stock Options (right to buy)               | \$ 34.64   | 12/17/2012                           |  | M                              | 62,043  | 12/17/2012 <sup>(3)</sup> 01/24/2015                     | Common Stock 62,043   |
| Stock Options (right to buy)               | \$ 19.93   | 12/17/2012                           |  | M                              | 26,434  | 12/17/2012 <sup>(4)</sup> 01/26/2016                     | Common Stock 26,434   |

buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| LYNCH KEVIN M<br>ADOBE SYSTEMS INCORPORATED<br>345 PARK AVENUE<br>SAN JOSE, CA 95110 |               |           | CTO, SVP Experience&Technology |       |

## Signatures

/s/ Justin Judd, as  
attorney-in-fact  
12/19/2012

\*\*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) Includes 875 shares acquired on June 29, 2012 pursuant to Adobe's 1997 Employee Stock Purchase Plan, as amended.  
This transaction was executed in multiple trades at prices ranging from \$37.2000 to \$37.2850. 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.
- (3) Options are fully vested and exercisable.
- (4) Vests at a rate of 2.08% per month for 48 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.