

ADOBE SYSTEMS INC
Form 4
December 23, 2005

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 *
BURGESS ROBERT K

(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)
12/22/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/22/2005		M		14,783	A	\$ 20.29	172,153 ⁽¹⁾ ₍₂₎	D	
Common Stock	12/22/2005		M		2,576	A	\$ 9.71	174,729 ⁽¹⁾ ₍₂₎	D	
Common Stock	12/22/2005		M		62,516	A	\$ 9.71	237,245 ⁽¹⁾ ₍₂₎	D	
Common Stock	12/22/2005		M		20,125	A	\$ 5.64	257,370 ⁽¹⁾ ₍₂₎	D	
Common Stock	12/22/2005		S		82,641	D	\$ 37.0145	174,729 ⁽¹⁾ ₍₂₎	D	

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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 and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Securities
Incentive Stock Option (right to buy)	\$ 20.29	12/22/2005		M		14,783		12/22/2005	12/03/2007	Common Stock	14,783
Incentive Stock Option (right to buy)	\$ 9.71	12/22/2005		M		2,576		12/22/2005	12/03/2007	Common Stock	2,576
Non-Qualified Stock Option (right to buy)	\$ 9.71	12/22/2005		M		62,516		12/22/2005	12/03/2007	Common Stock	62,516
Non-Qualified Stock Option (right to buy)	\$ 5.64	12/22/2005		M		20,125		12/22/2005	12/03/2007	Common Stock	20,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURGESS ROBERT K ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	X			

Signatures

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

12/23/2005

__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) Includes 103,500 shares of restricted stock that vested in full on the effective date of the merger between Adobe Systems Incorporated and Macromedia, Inc.
- (2) Includes 1,622 shares held in trust for the benefit of the children of Mr. Burgess.

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