

ADOBE SYSTEMS INC
Form 4
January 27, 2016

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 *
NARAYEN SHANTANU

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2016

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

President and CEO

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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN JOSE, CA 95110

(City) (State) (Zip)

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 or Price		
Common Stock	01/24/2016		M		39,375 A \$ 0	I	by trust (1)
Common Stock	01/24/2016		F		20,545 (2) D \$ 89.63	I	by trust (1)
Common Stock	01/24/2016		M		311,850 A \$ 0	I	by trust (1)
Common Stock	01/24/2016		F		162,723 (2) D \$ 89.63	I	by trust (1)
Common Stock	01/24/2016		M		42,183 A \$ 0	I	by trust (1)

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Common Stock	01/24/2016	F	<u>22,011</u> (2)	D	\$ 89.63	464,732	I	by trust (1)
Common Stock	01/24/2016	M	37,834	A	\$ 0	502,566	I	by trust (1)
Common Stock	01/24/2016	F	<u>19,741</u> (2)	D	\$ 89.63	482,825	I	by trust (1)
Common Stock	01/26/2016	S ⁽³⁾	30,669	D	\$ (4) 86.3164	452,156	I	by trust (1)
Common Stock	01/26/2016	S ⁽³⁾	153,184	D	\$ (5) 86.9285	298,972	I	by trust (1)

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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	\$ 0	01/24/2016		M	V 39,375	(6)	(6)	Common Stock	3
Performance Shares	\$ 0	01/24/2016		M	V 311,850	(7)	(7)	Common Stock	3
Restricted Stock Units	\$ 0	01/24/2016		M	V 42,183	(8)	(8)	Common Stock	4
Restricted Stock Units	\$ 0	01/24/2016		M	V 37,834	(9)	(9)	Common Stock	3
Performance Shares	\$ 0	01/25/2016		A	V 195,930	(10)	(10)	Common Stock	1
Restricted Stock Unit	\$ 0	01/25/2016		A	V 97,965	(11)	(11)	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARAYEN SHANTANU ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	X		President and CEO	

Signatures

/s/ Jonathan Vaas, as
attorney-in-fact

01/27/2016

**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 held by The Narayen Family Trust, dtd 11/30/00, of which the reporting person is a trustee.
 - (2) Shares surrendered to pay tax liability due at vesting.
 - (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person March 19, 2015.
This transaction was executed in multiple trades at prices ranging from \$85.56 to \$86.555. 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) This transaction was executed in multiple trades at prices ranging from \$86.56 to \$87.54. 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.
 - (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.
 - (6) The Performance Shares vested in full upon the certification of performance goal achievement at 198% following the three-year anniversary of the January 24, 2013 grant date.
 - (7) Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2014 grant date.
 - (8) Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2015 vesting commencement date.
 - (9) The Performance Shares will vest in full upon the certification of performance goal achievement following the three-year anniversary of the January 24, 2016 vesting commencement date, if the performance goal is achieved.
 - (10) Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2016 vesting commencement date.
 - (11)

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.