

SEXTON KEN
Form 4
February 28, 2012

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 *
SEXTON KEN

2. Issuer Name **and** Ticker or Trading
Symbol
AVID TECHNOLOGY, INC.
[AVID]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
AVID TECHNOLOGY, INC., 75
NETWORK DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP, CFO & CAO

(Street)
BURLINGTON, MA 01803

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

(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 (D) Price		
Common Stock	02/24/2012		A		20,000 (1)	A	\$ 0 114,421 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
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SEC 1474
(9-02)

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

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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
Employee Stock Option (Right to Buy)	\$ 11.71	02/24/2012		A	120,000	(2) 02/24/2019	Common Stock 120,000

Reporting Owners

Reporting Owner Name / Address	Relationships
SEXTON KEN AVID TECHNOLOGY, INC. 75 NETWORK DRIVE BURLINGTON, MA 01803	Director 10% Owner Officer Other EVP, CFO & CAO

Signatures

/s/ John S. LaMountain as Attorney-in-Fact for Kenneth A. Sexton 02/28/2012

__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).

Represents restricted stock unit award that will vest on a time-based schedule as follows: 25% of the shares vest on the first anniversary of the grant date and the remaining 75% of the shares vest in equal 6.25% installments every three months thereafter ending on the fourth anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date. Each restricted stock unit represents a contingent right to receive one share of AVID common stock. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each vesting date.

- (1) anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date. Each restricted stock unit represents a contingent right to receive one share of AVID common stock. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each vesting date.
- (2) remaining 75% of the shares will vest in equal 6.25% installments every three months thereafter ending on the fourth anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date.

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.