

ADOBE SYSTEMS INC
Form 4
December 23, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURGESS ROBERT K

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)
12/22/2005

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

**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)
Common Stock	12/22/2005		M	V Amount (A) or (D) Price 14,783 A \$ 20.29	172,153 ⁽¹⁾ / ₍₂₎	D	
Common Stock	12/22/2005		M	V Amount (A) or (D) Price 2,576 A \$ 9.71	174,729 ⁽¹⁾ / ₍₂₎	D	
Common Stock	12/22/2005		M	V Amount (A) or (D) Price 62,516 A \$ 9.71	237,245 ⁽¹⁾ / ₍₂₎	D	
Common Stock	12/22/2005		M	V Amount (A) or (D) Price 20,125 A \$ 5.64	257,370 ⁽¹⁾ / ₍₂₎	D	
Common Stock	12/22/2005		S	V Amount (A) or (D) Price 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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
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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