

ADOBE SYSTEMS INC
Form 4
April 15, 2015

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 *
WARNOCK JOHN E

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)
04/13/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Chairman of the Board

**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				(A) or (D)	Price
Common Stock	04/13/2015		S			15,000	D	\$ 76.1557 (1)	708,703	I	by trust (2)
Common Stock	04/14/2015		M			8,382	A	\$ 45.03	717,085	I	by trust (2)
Common Stock	04/14/2015		M			21,258	A	\$ 33.18	738,343	I	by trust (2)
Common Stock	04/14/2015		M			21,276	A	\$ 33.23	759,619	I	by trust (2)
	04/14/2015		M			15,942	A	\$ 23.28	775,561	I	

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Common Stock								by trust <u>(2)</u>	
Common Stock	04/14/2015		S	66,858	D	\$ <u>75.0386</u> <u>(3)</u>	708,703	I	by trust <u>(2)</u>
Common Stock							22,868	D	

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

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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)

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 or Number of Shares
Stock Options (right to buy)	\$ 45.03	04/14/2015		M	8,382	04/14/2015 ⁽⁴⁾	04/12/2020	Common Stock	8,382
Stock Options (right to buy)	\$ 33.18	04/14/2015		M	21,258	04/14/2015 ⁽⁵⁾	04/13/2019	Common Stock	21,258
Stock Options (right to buy)	\$ 33.23	04/14/2015		M	21,276	04/14/2015 ⁽⁶⁾	04/25/2018	Common Stock	21,276
Stock Options (right to buy)	\$ 23.28	04/14/2015		M	15,942	04/14/2015 ⁽⁷⁾	04/02/2016	Common Stock	15,942

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARNOCK JOHN E ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	X			Co-Chairman of the Board

Signatures

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

04/15/2015

**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).

This transaction was executed in multiple trades at prices ranging from \$76.15 to \$76.18. 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.

(2) Shares held by The Warnock Family Trust uad 08/27/12 of which the reporting person is a trustee.

This transaction was executed in multiple trades at prices ranging from \$75.90 to \$76.34. 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) Options granted April 12, 2013 are fully vested and exercisable.

(5) Options granted April 13, 2012 are fully vested and exercisable.

(6) Options granted April 25, 2011 are fully vested and exercisable.

(7) Options granted April 2, 2009 are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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