

Rencher Bradley
Form 4
August 17, 2012

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 *
Rencher Bradley

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)

ADOBE SYSTEMS
INCORPORATED, 345 PARK
AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP, Digital Marketing BU

SAN JOSE, CA 95110

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/15/2012		M		\$ 0	D	
Common Stock	08/15/2012		F		154	D	
Common Stock	08/15/2012		F		63 ⁽¹⁾	D	
Common Stock	08/15/2012		M		\$ 0	D	
Common Stock	08/15/2012		F		966	D	
Common Stock	08/15/2012		F		\$ 0	D	
Common Stock	08/15/2012		F		400 ⁽¹⁾	D	
Common Stock	08/15/2012		M		\$ 0	D	
Common Stock	08/15/2012		M		7,500	D	

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Common Stock 08/15/2012 F 3,108⁽¹⁾ D \$ 32.91 18,145 D

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

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/15/2012		M	154	<u>(2)</u>	<u>(2)</u>	Common Stock	154
Restricted Stock Units	\$ 0	08/15/2012		M	966	<u>(3)</u>	<u>(3)</u>	Common Stock	966
Restricted Stock Units	\$ 0	08/15/2012		M	7,500	<u>(4)</u>	<u>(4)</u>	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rencher Bradley ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			SVP, Digital Marketing BU	

Signatures

/s/ Justin Judd, as attorney-in-fact 08/17/2012

__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).

(1) Shares surrendered to pay tax liability due at vesting of Restricted Stock Units.

(2) The remaining units will vest in equal installments of 154 shares on November 15, 2012, February 15, 2013 and May 15, 2013.

(3) The remaining units will vest on November 15, 2012 as to 966 shares, February 15, 2013 as to 966 shares, May 15, 2013 as to 965 shares, and August 15, 2013 as to the remaining 966 shares.

Vests annually at a rate of 25% of the original grant of 30,000 Restricted Stock Units on the first, second, third and fourth anniversaries of
(4) the August 15, 2010 vesting commencement date. The remaining units will vest in equal installments on August 15, 2013 and August 15, 2014.

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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