

SMITH CHARLES L
Form 4
November 19, 2004

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 *
SMITH CHARLES L

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)
7 PORTER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Manager Video Division

ANDOVER, MA 01810
(City) (State) (Zip)

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

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 (A) or Price (D)		
Common Stock	11/17/2004		M		8,449 A \$ 29	25,917	D
Common Stock	11/17/2004		M		4,584 A \$ 9.96	30,501	D
Common Stock	11/17/2004		M		3,273 A \$ 14.13	33,774	D
Common Stock	11/17/2004		M		7,318 A \$ 22.01	41,092	D
Common Stock	11/17/2004		S		8,024 D \$ 56.6	33,068	D

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Common Stock	11/17/2004	S	2,400	D	\$ 56.63	30,668	D
Common Stock	11/17/2004	S	500	D	\$ 56.62	30,168	D
Common Stock	11/17/2004	S	8,900	D	\$ 56.65	21,268	D
Common Stock	11/17/2004	S	300	D	\$ 56.64	20,968	D
Common Stock	11/17/2004	S	600	D	\$ 56.72	20,368	D
Common Stock	11/17/2004	S	100	D	\$ 56.71	20,268	D
Common Stock	11/17/2004	S	2,800	D	\$ 56.7	17,468	D

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)
Non-Qualified Stock Option (right to buy)	\$ 29	11/17/2004		M	8,449	01/30/1999 ⁽¹⁾ 01/30/2008	Common Stock 8
Incentive Stock Option (right to buy)	\$ 9.96	11/17/2004		M	4,584	02/28/2002 ⁽²⁾ 08/30/2011	Common Stock 4
Incentive Stock Option (right to buy)	\$ 14.13	11/17/2004		M	3,256	09/06/2002 ⁽²⁾ 03/06/2012	Common Stock 3

Non-Qualified Stock Option (right to buy)	\$ 14.13	11/17/2004	M	17	09/06/2002 ⁽²⁾	03/06/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.01	11/17/2004	M	7,318	07/10/2003 ⁽²⁾	01/10/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CHARLES L 7 PORTER ROAD ANDOVER, MA 01810			General Manager Video Division	

Signatures

Charles L.
Smith

11/19/2004

**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) 25% of the option becomes exercisable on the date listed in the "Date Exercisable" column; the remaining 75% becomes exercisable in 12 equal quarterly installments beginning three months after the date listed in the "Date Exercisable" column.
- (2) 12.5% of the option becomes exercisable on the date listed in the "Date Exercisable" column; the remaining 87.5% becomes exercisable in 42 equal monthly installments thereafter.

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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