

AVID TECHNOLOGY, INC.
 Form 4
 September 16, 2014

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 *
 Duva Jason A

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & General Counsel

BURLINGTON, MA 01803

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 09/14/2014 | | A | 10,000 | A | \$ 0 ⁽¹⁾ | 19,298 ⁽²⁾ D |
| Common Stock | 09/14/2014 | | F | 3,251 ⁽³⁾ | D | \$ 10.04 | 16,047 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 number.

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 |
| Employee Stock Option (Right to Buy) | \$ 11.71 | 09/14/2014 | | A | 25,000 | 09/14/2014 | 02/24/2019 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duva Jason A AVID TECHNOLOGY, INC. 75 NETWORK DRIVE BURLINGTON, MA 01803 | | | VP & General Counsel | |

Signatures

/s/ John S. LaMountain as Attorney-in-Fact for Jason A. Duva 09/16/2014

**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) Each performance based restricted stock unit represents the Company's commitment to issue one share of the Company's common stock. On February 24, 2012 the reporting person was awarded performance based restricted share units under the Issuer's Stock Incentive Program. The vesting of these restricted share units was based on the Issuer's achievement of certain performance metrics based upon the completion of audited financial statements for the fiscal year ended December 31, 2012. On September 14, 2014, the Issuer's Compensation Committee determined the number of restricted share units as to which the performance criteria had been satisfied and the restricted share units so determined have therefore vested in whole on such date. Represents shares withheld by the Issuer to satisfy tax withholding obligation upon the vesting on September 14, 2014 of certain
 - (3) restricted share units. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on the vesting date.
 - (4) On February 24, 2012 the reporting person was awarded performance based options to purchase the Issuer's common stock under the Issuer's Stock Incentive Program. These options were based on the Issuer's achievement of certain performance metrics based upon the completion of audited financial statements for the fiscal year ended December 31, 2012. On September 14, 2014, the Issuer's

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Compensation Committee determined the number of options as to which the performance criteria had been satisfied and the options so determined have therefore vested on such 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.