### Edgar Filing: ADOBE SYSTEMS INC - Form 4

ADOBE SY Form 4	STEMS INC										
January 28,	2015										
FORM	14		CECU			<b></b>			OMB AF	PROVAL	
	••• UNITED	STATES				OMMISSION	OMB Number:	3235-0287			
Check th if no lon subject t Section Form 4 o Form 5	ger o <b>STATEN</b> 16. or Filed pur	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								January 31, 2005 verage rs per 0.5	
obligatio may con <i>See</i> Instr 1(b). (Print or Type	tinue. Section 17(			tility Hold	•	- ·		1935 or Section 0	1		
	•	D *						5 D L ( 1 1 C			
Lewnes Ann Syr			Symbol	suer Name <b>and</b> Ticker or Trading ol <b>BE SYSTEMS INC</b> [ADBE]				5. Relationship of Reporting Person(s) to Issuer			
(Last)							,	(Check all applicable)			
ADOBE SY INCORPO AVENUE	YSTEMS RATED, 345 PAI	RK	(Month/E 01/24/2	-				Director X Officer (give below) SVP, Chie		Owner r (specify ficer	
	(Street)			endment, Da nth/Day/Year	-			6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	rson	
SAN JOSE	, CA 95110							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securiti n(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	01/24/2015			М	14,500	А	\$0	43,258	D		
Common Stock	01/24/2015			F	6,570 (1)	D	\$ 74.06	36,688	D		
Common Stock	01/24/2015			М	9,375	А	\$0	46,063	D		
Common Stock	01/24/2015			F	4,891 (2)	D	\$ 74.06	41,172	D		
Common Stock	01/24/2015			М	4,750	А	\$ 0	45,922	D		

#### Edgar Filing: ADOBE SYSTEMS INC - Form 4

Common Stock	01/24/2015	F	1,780 (2)	D	\$ 74.06	44,142	D
Common Stock	01/24/2015	М	13,750	А	\$ 0	57,892	D
Common Stock	01/24/2015	F	7,174 (2)	D	\$ 74.06	50,718	D
Common Stock	01/24/2015	М	6,334	А	\$ 0	57,052	D
Common Stock	01/24/2015	F	3,305 (2)	D	\$ 74.06	53,747	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.

# 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. Transactio Code (Instr. 8)	5. Number of mDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration D	Date Exercisable and piration Date lonth/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sł	
Performance Shares	\$ 0	01/24/2015		М		14,500	(3)	(3)	Common Stock	14,:	
Restricted Stock Units	\$ 0	01/24/2015		М		9,375	(4)	(4)	Common Stock	9,3	
Restricted Stock Units	\$ 0	01/24/2015		М		4,750	(5)	(5)	Common Stock	4,7	
Restricted Stock Units	\$ 0	01/24/2015		М		13,750	(6)	(6)	Common Stock	13,	
Restricted Stock Units	\$ 0	01/24/2015		М		6,334	(7)	(7)	Common Stock	6,3	
Performance Shares	\$ 0	01/26/2015		A V	37,900 (8)		<u>(9)</u>	<u>(9)</u>	Common Stock	37,9	
Restricted Stock Units	\$ 0	01/26/2015		А	18,950		(10)	(10)	Common Stock	18,9	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
FB	Director	10% Owner	Officer	Other				
Lewnes Ann ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			SVP, Chief Marketing Officer					
Signatures								
/s/ Jonathan Vaas, as attorney-in-fact	01/28/20	15						
**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 Performance Shares.
- (2) Shares surrendered to pay tax liability due at vesting of Restricted Stock Units.

Represents the number of shares acquired upon vesting of 1/3 of the Performance Shares earned by the participant in connection with the Performance Share award filed on Form 3 on January 24, 2014. The participant earned 116% of the target award based on the

- (3) reformance share award field of rom 5 of sandary 24, 2014. The participant canned 110% of the target award based of the achievement of certain pre-established performance goals during the 2012 fiscal year. This Performance Share award vested in full on the third anniversary of the January 24, 2012 grant date.
- (4) RSU award granted on January 24, 2012 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date. The remaining units will vest on January 24, 2016 as to the remaining 9,375 shares.
- (5) RSU award granted on January 24, 2011 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date. This Restricted Stock Unit award vested in full on January 24, 2015.
- (6) Vests at a rate of 50% annually on the first and second anniversaries of the January 24, 2013 grant date. This Restricted Stock Unit award vested in full on January 24, 2015.
- (7) RSU award granted on January 24, 2014 vests at a rate of 1/3 annually on the first, second and third anniversaries of the grant date. The remaining units will vest on January 24, 2016 as to 6,333 shares and January 24, 2017 as to the remaining 6,333 shares.
- Represents the maximum number of Performance Shares that will be earned, if at all, based on the achievement of a pre-established
   (8) performance goal during the three-year performance period. Each Performance Share represents a contingent right to receive one share of ADBE common stock. The maximum number represents 200% of the target payout of 18,950 shares.
- (9) The Performance Shares will vest in full upon the certification of performance goal achievement on or after January 24, 2018, if the performance goal is achieved and the holder continues to provide services to the Company on such date.
- (10) Vests 1/3 on each of January 24, 2016, January 24, 2017 and January 24, 2018.

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.