LAMKIN BRYAN
Form 4
January 28, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMKIN BRYAN

(Last) (First) (Middle)

ADOBE INC., 345 PARK AVENUE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ADOBE INC. [ADBE]

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & GM, Digital Media

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2019		M		51,710	A	$ 0	112,004	D	
Common Stock	01/24/2019		F		25,637 (1)	D	$ 242.56	86,367	D	
Common Stock	01/24/2019		M		8,618	A	$ 0	94,985	D	
Common Stock	01/24/2019		F		4,292 (1)	D	$ 242.56	90,693	D	
Common Stock	01/24/2019		M		8,657	A	$ 0	99,350	D	

Common Stock	01/24/2019		F	4,292 (1)	D	$ 242.56	95,058	D
Common Stock	01/24/2019		M	5,539	A	$ 0	100,597	D
Common Stock	01/24/2019		F	2,746 (1)	D	$ 242.56	97,851	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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Performance Shares	$ 0	01/24/2019		M			51,710	(2)	(2)	Common Stock	51,7
Restricted Stock Units	$ 0	01/24/2019		M			8,618	(3)	(3)	Common Stock	8,6
Restricted Stock Units	$ 0	01/24/2019		M			8,657	(4)	(4)	Common Stock	8,6
Restricted Stock Units	$ 0	01/24/2019		M			5,539	(5)	(5)	Common Stock	5,5
Performance Shares	$ 0	01/24/2019		A	V	24,750 (6)		(7)	(7)	Common Stock	24,7
Restricted Stock Units	$ 0	01/24/2019		A		12,375		(8)	(8)	Common Stock	12,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMKIN BRYAN ADOBE INC. 345 PARK AVENUE			EVP & GM, Digital Media	

SAN JOSE, CA 95110

Signatures

/s/ Allison Blais, as attorney-in-fact	01/28/2019
**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.
- **(2)** The Performance Shares vested in full upon the certification of performance goal achievement at 200% following the three-year anniversary of the January 24, 2016 vesting commencement date.
- **(3)** Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2016 vesting commencement date.
- **(4)** Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2017 vesting commencement date.
- **(5)** Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2018 vesting commencement date.
- **(6)** Represents 200% of the target payout (the maximum number of Performance Shares that will be earned, if at all) following the three-year performance period.
- **(7)** The Performance Shares will vest in full upon the certification of performance goal achievement following the three-year anniversary of the January 24, 2019 vesting commencement date if the performance goal is achieved.
- **(8)** Vests 25% on the first anniversary of the January 24, 2019 vesting commencement date and then 6.25% quarterly 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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