

DEMO MURRAY J
Form 4
February 06, 2006

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 *
DEMO MURRAY J

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & Asst. Secretary

(Street)
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 Beneficial or Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/03/2006 | | M | | 55,679 A \$ 32.1563 | | D |
| Common Stock | 02/03/2006 | | S | | 55,679 D \$ 39.2288 | | D |
| Common Stock | 02/06/2006 | | M | | 138,105 A \$ 32.1563 | | D |
| Common Stock | 02/06/2006 | | M | | 4,975 A \$ 21.775 | | D |
| Common Stock | 02/06/2006 | | M | | 6,216 A \$ 32.1563 | | D |
| Common Stock | 02/06/2006 | | M | | 200,494 A \$ 32.1563 | | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------|---------|---|
| Common Stock | 02/06/2006 | M | 233 | A | \$ 21.775 | 200,727 | D |
| Common Stock | 02/06/2006 | M | 50,000 | A | \$ 32.2032 | 250,727 | D |
| Common Stock | 02/06/2006 | S | 199,529 | D | \$ 39.48 | 51,198 | 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 32.1563 | 02/03/2006 | | M | 55,679 | 02/03/2006 ⁽¹⁾ | 11/29/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 32.1563 | 02/06/2006 | | M | 138,105 | 02/06/2006 ⁽¹⁾ | 11/29/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 21.775 | 02/06/2006 | | M | 4,975 | 02/06/2006 ⁽¹⁾ | 05/19/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 32.1563 | 02/06/2006 | | M | 6,216 | 02/06/2006 ⁽¹⁾ | 11/29/2008 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 21.775 | 02/06/2006 | | M | 233 | 02/06/2006 ⁽¹⁾ | 05/19/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 32.2032 | 02/06/2006 | | M | 50,000 | 02/06/2006 ⁽¹⁾ | 06/21/2008 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMO MURRAY J ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110 | | | EVP, CFO & Asst. Secretary | |

Signatures

/s/ Stuart Fagin, as
attorney-in-fact

02/06/2006

__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) Vests at a rate of 25% one year after grant date, 2.08% per month for the following 12 months, and 4.17% per month for the remaining 12 months.

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.