LOIACONO JOHN P

Form 5

January 09, 2009

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number: Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Expires:

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

| 1. Name and Address of Reporting Person ** LOIACONO JOHN P | | rting Person * | 2. Issuer Name and Ticker or Trading Symbol ADOBE SYSTEMS INC [ADBE] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------------|---|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 11/28/2008 | (Check all applicable) Director 10% Owner Officer (give title Other (specify | | | |
| ADOBE SYSTEMS INCORPORATED, 345 PA AVENUE | | 5 PARK | 11/20/2000 | below) below) SVP, Creative Solutions | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) | | | |
| SAN JOSE,Ā | CA 9511 | 0 | | _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired, Disposed of, or Beneficially Owned | | | |
| 1.771.1 | 0 m | D . 01 D | 1 0 10 10 10 | 1 5 4 | | | |

| | | Tuble 1 Tion Delivative Securities required, Disposed of, or Deliciteding Switch | | | | | | | |
|--------------------------------|--------------------------------------|--|---|---|---|-------------------|---|--|--|
| 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 at end of Issuer's | Ownership Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | (A) or Amount (D) Price | Fiscal Year (Instr. 3 and 4) | (I) (Instr. 4) | | | |
| Common Stock | 06/30/2008 | Â | J | 816 (1) A \$ 26.044 | 14,381 | D | Â | | |

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 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | | 4. Transaction Code | 5. Number of | 6. Date Exerc Expiration Do (Month/Day/ | ate | 7. Title Amou Under | nt of | 8. Price of Derivative Security | |
|---------------------------------|------------------------------------|--------------------------------------|------------------|---------------------|---|---|--------------------|---------------------------|--|---------------------------------|--|
| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | e | . va., | Securi | , , | (Instr. 5) | |
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

of D

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| in providing of the control of the c | Director | 10% Owner | Officer | Other | | | |
| LOIACONO JOHN P ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110 | Â | Â | SVP, Creative Solutions | Â | | | |

Signatures

/s/ Stuart Fagin, as attorney-in-fact 01/09/2009

**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 acquired on June 30, 2008 pursuant to Adobe's 1997 Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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