

Wadhvani David  
Form 4  
January 26, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
Wadhvani David

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)  
01/24/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Digital Media BU

(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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/24/2012		M			3,100	A	\$ 0	10,862	D	
Common Stock	01/24/2012		F			1,280 (1)	D	\$ 30.95	9,582	D	
Common Stock	01/24/2012		M			11,267	A	\$ 0	20,849	D	
Common Stock	01/24/2012		F			4,132 (1)	D	\$ 30.95	16,717	D	
Common Stock	01/24/2012		M			6,750	A	\$ 0	23,467	D	

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Common Stock	01/24/2012	F	2,475 (2)	D	\$ 30.95	20,992	D
Common Stock	01/25/2012	M	3,488	A	\$ 0	24,480	D
Common Stock	01/25/2012	F	1,279 (2)	D	\$ 31.34	23,201	D
Common Stock	01/26/2012	M	1,958	A	\$ 0	25,159	D
Common Stock	01/26/2012	F	913 (2)	D	\$ 31.18	24,246	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	01/24/2012		M		(3)	(3)	Common Stock	3,100
Performance Shares	\$ 0	01/24/2012		M		(4)	(4)	Common Stock	11,267
Restricted Stock Units	\$ 0	01/24/2012		M		(5)	(5)	Common Stock	6,750
Restricted Stock Units	\$ 0	01/25/2012		M		(6)	(6)	Common Stock	3,488
Restricted Stock Units	\$ 0	01/26/2012		M		(7)	(7)	Common Stock	1,958
Performance Shares	\$ 0	01/24/2012		A	V	(8)	(9)	Common Stock	82,500
Restricted Stock Units	\$ 0	01/24/2012		A		(10)	(10)	Common Stock	55,000

