	STEMS INC								
Form 4 January 28,	2014								
FORM	ЛЛ	STATES SI	FCHDITIFS	AND FY	сна	NCF CO	OMMISSION		PROVAL
	UNITED	STATES	Washingto			INGE CU	JNINIISSION	OMB Number:	3235-0287
Check t if no lor subject Section Form 4 Form 5 obligati	tion 16(a) of	RITIES the Securi	ties E	Exchange	Act of 1934,	Expires: Estimated a burden hour response	•		
may con <i>See</i> Inst 1(b).	ntinue. Section 17		the Investmen	•	-	•	1935 or Section		
(Print or Type	(Responses)								
1. Name and Wadhwani	Address of Reporting David	Sy	2. Issuer Name a 7mbol DOBE SYST]	5. Relationship of I Issuer		
(Last)	(First) (Date of Earliest		-	1	(Check	all applicable)
ADOBE S INCORPO AVENUE	YSTEMS RATED, 345 PA	01	10nth/Day/Year) 1/24/2014				Director _X Officer (give t pelow) SVP & G		Owner er (specify edia
	(Street)		If Amendment, I led(Month/Day/Ye	-	al	1	5. Individual or Joi Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Per	rson
	E, CA 95110					Ī	Person		porting
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	iomr Dispos (Instr. 3, 4	ed of (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	01/24/2014		М	21,266	А	\$ 0	47,141	D	
Common Stock	01/24/2014		F	11,096 (1)	D	\$ 59.09	36,045	D	
Common Stock	01/24/2014		М	13,750	А	\$0	49,795	D	
Common Stock	01/24/2014		F	7,174 (2)	D	\$ 59.09	42,621	D	
Common Stock	01/24/2014		М	11,266	А	\$ 0	53,887	D	

Common Stock	01/24/2014	F	4,320 (1)	D	\$ 59.09	49,567	D
Common Stock	01/24/2014	М	6,750	А	\$ 0	56,317	D
Common Stock	01/24/2014	F	2,696 (2)	D	\$ 59.09	53,621	D
Common Stock	01/24/2014	М	23,750	А	\$ 0	77,371	D
Common Stock	01/24/2014	F	12,392 (2)	D	\$ 59.09	64,979	D
Common Stock	01/25/2014	М	3,487	А	\$ 0	68,466	D
Common Stock	01/25/2014	F	1,819 (2)	D	\$ 59.09	66,647	D
Common Stock	01/27/2014	S	40,772	D	\$ 58.4942 (3)	25,875	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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sł
Performance Shares	\$ O	01/24/2014		М		21,266	(4)	(4)	Common Stock	21,2
Restricted Stock Units	\$ 0	01/24/2014		М		13,750	(5)	(5)	Common Stock	13,
Performance Shares	\$ 0	01/24/2014		М		11,266	(6)	(6)	Common Stock	11,2
Restricted Stock Units	\$ O	01/24/2014		М		6,750	(7)	(7)	Common Stock	6,7
	\$ 0	01/24/2014		М		23,750	(8)	(8)		23,

Restricted Stock Units								Common Stock	
Restricted Stock Units	\$ 0	01/25/2014	М		3,487	<u>(9)</u>	<u>(9)</u>	Common Stock	3,4
Performance Shares	\$ 0	01/24/2014	A V	, 63,300 (10)		(11)	(11)	Common Stock	63,:
Restricted Stock Units	\$ 0	01/24/2014	А	31,650		(12)	(12)	Common Stock	31,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wadhwani David ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			SVP & GM, Digital Media				
Signatures							
/s/ Jonathan Vaas, as attorney-in-fact	01/28/20	14					
**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.
- This transaction was executed in multiple trades at prices ranging from \$58.25 to \$58.65. The price reported above reflects the weighted(3) average sales price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

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 January 26, 2012. The participant earned 116% of the target award based on the achievement of certain pro-actablished performance Shares will vest as to 1/2 of the full correct.

- (4) Performance on the dward fried standary 20, 2012. The participant canned 110% of the target award based on the admetvement of certain pre-established performance goals during the 2012 fiscal year. The remaining Performance Shares will vest as to 1/3 of the full earned amount on the third anniversary of the January 24, 2012 grant date.
- (5) 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, 2015 as to 13,750 shares and January 24, 2016 as to the remaining 13,750 shares.

(6) 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 January 26, 2011. The participant earned 130% of the target award based on the achievement of certain pre-established performance goals during the 2011 fiscal year. This Performance Share award vested in full on the third anniversary of the January 24, 2011 grant date.

- (7) 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. The remaining units will vest on January 24, 2015 as to the remaining 6,750 shares.
- (8) Vests at a rate of 50% annually on the first and second anniversaries of the January 24, 2013 grant date. The remaining units will vest on January 24, 2015 as to the remaining 23,750 shares.
- (9)

RSU award granted on January 25, 2010 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 25, 2014.

Represents the maximum number of Performance Shares that will be earned, if at all, based on the achievement of a pre-established
 (10) 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 31,650 shares.

- (11) The Performance Shares will vest in full upon the certification of performance goal achievement following the three-year anniversary of the January 24, 2014 grant date, if the performance goal is achieved.
- (12) Vests at a rate of 1/3 annually on the first, second and third anniversaries of the January 24, 2014 grant date.

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.