

ROWLEY RICHARD  
Form 4  
January 26, 2011

**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 \*  
**ROWLEY RICHARD**

(Last) (First) (Middle)

**ADOBE SYSTEMS  
INCORPORATED, 345 PARK  
AVENUE**

(Street)

**SAN JOSE, CA 95110**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/24/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP, Corp. Controller & PAO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 01/24/2011                           |  | M                              | 2,083 A \$ 0  | 16,275  | D  |                                   |
| Common Stock                    | 01/24/2011                           |  | F                              | 876 <sup>(1)</sup> D \$ 34.03                                     | 15,399  | D  |                                   |
| Common Stock                    | 01/24/2011                           |  | M                              | 2,583 A \$ 0  | 17,982  | D  |                                   |
| Common Stock                    | 01/24/2011                           |  | F                              | 978 <sup>(1)</sup> D \$ 34.03                                     | 17,004  | D  |                                   |
| Common Stock                    | 01/25/2011                           |  | M                              | 2,750 A \$ 0  | 19,754  | D  |                                   |

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|              |            |   |              |   |          |        |   |
|--------------|------------|---|--------------|---|----------|--------|---|
| Common Stock | 01/25/2011 | F | 1,008<br>(2) | D | \$ 33.56 | 18,746 | D |
| Common Stock | 01/26/2011 | M | 1,266        | A | \$ 0     | 20,012 | D |
| Common Stock | 01/26/2011 | F | 464 (2)      | D | \$ 33.52 | 19,548 | 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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D)  | Date Exercisable |   |                            |
| Performance Shares                         | \$ 0   | 01/24/2011                           |  | M                              |   | 2,083  | (3)  | (3)              | Common Stock  | 2,083                      |
| Performance Shares                         | \$ 0   | 01/24/2011                           |  | M                              |   | 2,583  | (4)  | (4)              | Common Stock  | 2,583                      |
| Restricted Stock Units                     | \$ 0   | 01/25/2011                           |  | M                              |   | 2,750  | (5)  | (5)              | Common Stock  | 2,750                      |
| Restricted Stock Units                     | \$ 0   | 01/26/2011                           |  | M                              |   | 1,266  | (6)  | (6)              | Common Stock  | 1,266                      |
| Stock Option (right to buy)                | \$ 34.03   | 01/24/2011                           |  | A                              |   | 29,000 | (7)  | 01/24/2018       | Common Stock  | 29,000                     |
| Restricted Stock Units                     | \$ 0   | 01/24/2011                           |  | A                              |   | 14,000 | (8)  | (8)              | Common Stock  | 14,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| ROWLEY RICHARD<br>ADOBE SYSTEMS INCORPORATED<br>345 PARK AVENUE |               |           | VP, Corp. Controller & PAO |       |

SAN JOSE, CA 95110

## Signatures

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

01/26/2011

\_\_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 Share Units.

(2) Shares surrendered to pay tax liability due at vesting of Restricted Stock Units.

Represents the number of shares acquired upon vesting of 25% of the Performance Share Units earned by the participant in connection with the Performance Share award filed January 26, 2007. The participant earned 200% of the target award based on the achievement of certain pre-established performance goals during the 2007 fiscal year. This Performance Share award vested in full on January 24, 2011.

(3) Represents the number of shares acquired upon vesting of 25% of the Performance Share Units earned by the participant in connection with the Performance Share award filed January 28, 2008. The participant earned 124% of the target award based on the achievement of certain pre-established performance goals during the 2008 fiscal year. The remaining Performance Share Units will vest on the fourth anniversary of the grant date.

(4) The remaining Restricted Stock Units will vest in equal installments on the second, third and fourth anniversary of the grant date.

(5) The remaining Restricted Stock Units will vest in equal installments on the third and fourth anniversary of the grant date.

(6) Vests at a rate of 2.08% per month for 48 months.

(7) Vests at a rate of 25% annually on the first, second, third and fourth anniversary of the 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.

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