

ADOBE SYSTEMS INC
Form 3
January 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Gupta Naresh		(Month/Day/Year)	ADOBE SYSTEMS INC [ADBE]	
(Last)	(First)	(Middle)	01/14/2014	
ADOBE SYSTEMS INCORPORATED,Â 345 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				(Check all applicable)
SAN JOSE,Â CAÂ 95110			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, Print & Publishing	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,582	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	01/25/2017	Common Stock	8,500	\$ 34.16	D	Â
Stock Option (right to buy)	Â (2)	01/24/2018	Common Stock	56,000	\$ 34.03	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	3,000	\$ 0	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	7,500	\$ 0	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	9,500	\$ 0	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	22,500	\$ 0	D	Â
Restricted Stock Unit	Â (7)	Â (7)	Common Stock	25,000	\$ 0	D	Â
Performance Shares	Â (8)	Â (8)	Common Stock	8,233	\$ 0	D	Â
Performance Shares	Â (9)	Â (9)	Common Stock	23,200	\$ 0	D	Â
Performance Shares	Â (10)	Â (10)	Common Stock	50,000 (11)	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupta Naresh ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	Â	Â	Â SVP, Print & Publishing	Â

Signatures

/s/ Jonathan Vaas, as attorney-in-fact
01/24/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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% annually on the first, second, third and fourth anniversaries of the January 25, 2010 grant date.
- (2) Vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the January 24, 2011 grant date.

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- (3) 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. The remaining units will vest on January 25, 2014 as to the remaining 3,000 shares.
- RSU award granted on January 25, 2010 vests at a rate of 50% on January 25, 2012, the initial vest date, and then 25% annually on the second and third anniversaries of the initial vest date. The remaining units will vest on January 25, 2014 as to the remaining 7,500 shares.
- (4) 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, 2014 as to 4,750 shares and January 24, 2015 as to the remaining 4,750 shares.
- 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, 2014 as to 7,500 shares, January 24, 2015 as to 7,500 shares and January 24, 2016 as to the remaining 7,500 shares.
- (5) RSU award granted on January 24, 2013 vests at a rate of 50% annually on the first and second anniversaries of the grant date.
- Vests as to 1/3 of the full earned amount on each of the first, second and third anniversaries of the January 24, 2011 grant date. The participant earned 130% of the target award based on the achievement of certain pre-established performance goals during the 2011 fiscal year. The remaining Performance Shares will vest on January 24, 2014.
- (6) Vests as to 1/3 of the full earned amount on each of the first, second and third anniversaries of the January 24, 2012 grant date. The participant earned 116% of the target award based on the achievement of certain pre-established performance goals during the 2012 fiscal year. The remaining Performance Shares will vest on January 24, 2014 as to 11,600 shares and January 24, 2015 as to the remaining 11,600 shares.
- (7) The Performance Shares will vest in full upon the certification of performance goal achievement following the three-year anniversary of the January 24, 2013 grant date, if the performance goal is achieved.
- (8) Represents the maximum number of Performance Shares that will be earned, if at all, based on the achievement of a pre-established 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 25,000 shares.
- (9) (10) (11)

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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