

Wadhvani David
Form 4
January 26, 2012

FORM 4

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

OMB APPROVAL

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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)

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

SAN JOSE, CA 95110

(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.

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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

