

Rencher Bradley
Form 4
February 15, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Rencher Bradley

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)
02/15/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP, Digital Marketing 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/15/2012		M	1,256	A \$ 0	21,177	D
Common Stock	02/15/2012		F	395 ⁽¹⁾	D \$ 32.46	20,782	D
Common Stock	02/15/2012		M	154	A \$ 0	20,936	D
Common Stock	02/15/2012		F	48 ⁽¹⁾	D \$ 32.46	20,888	D
Common Stock	02/15/2012		M	966	A \$ 0	21,854	D

Edgar Filing: Rencher Bradley - Form 4

Common Stock 02/15/2012 F 303 ⁽¹⁾ D \$ 32.46 21,551 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 (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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	02/15/2012		M	1,256	<u>(2)</u> <u>(2)</u>	Common Stock 1,256	\$
Restricted Stock Units	\$ 0	02/15/2012		M	154	<u>(3)</u> <u>(3)</u>	Common Stock 154	\$
Restricted Stock Units	\$ 0	02/15/2012		M	966	<u>(4)</u> <u>(4)</u>	Common Stock 966	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rencher Bradley ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110			SVP, Digital Marketing BU	

Signatures

/s/ Justin Judd, as attorney-in-fact 02/15/2012

__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 Restricted Stock Units.

(2) Vests at a rate of 25% on the one-year anniversary of the February 15, 2008 vesting start date, and 6.25% per quarter thereafter. This Restricted Stock Unit award vested in full on February 15, 2012.

Vests at a rate of 25% on the one-year anniversary of the February 15, 2009 vesting start date, and 6.25% per quarter thereafter. The
(3) remaining units will vest in equal installments of 154 shares on May 15, 2012, August 15, 2012, November 15, 2012, February 15, 2013 and May 15, 2013.

Vests at a rate of 25% on the one-year anniversary of the August 15, 2009 vesting start date, and 6.25% per quarter thereafter. The
(4) remaining units will vest on May 15, 2012 as to 966 shares, August 15, 2012 as to 966 shares, November 15, 2012 as to 966 shares, February 15, 2013 as to 966 shares, May 15, 2013 as to 965 shares and August 15, 2013 as to the remaining 966 shares.

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.