

ADOBE SYSTEMS INC
Form 4
October 12, 2007

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 *
WARNOCK JOHN E

(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)
10/10/2007

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)
Co-Chairman of the Board

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 | | | |
| Common Stock | 07/02/2007 | | G | V | 25,000 | D | 1,431,176 ⁽²⁾ | D | |
| Common Stock | 09/21/2007 | | G | V | 1,200 | D | 1,429,976 | D | |
| Common Stock | 09/24/2007 | | G | V | 2,400 | D | 1,427,576 | D | |
| Common Stock | 10/04/2007 | | G | V | 2,500 | D | 1,425,076 | D | |
| Common Stock | 10/10/2007 | | S | | 100 | D | \$ 45.42 1,424,976 | D | |

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|--------------|------------|---|-------|---|-----------|-----------|---|
| Common Stock | 10/10/2007 | S | 3,000 | D | \$ 45.41 | 1,421,976 | D |
| Common Stock | 10/10/2007 | S | 2,000 | D | \$ 45.4 | 1,419,976 | D |
| Common Stock | 10/10/2007 | S | 400 | D | \$ 45.395 | 1,419,576 | D |
| Common Stock | 10/10/2007 | S | 100 | D | \$ 45.39 | 1,419,476 | D |
| Common Stock | 10/10/2007 | S | 600 | D | \$ 45.385 | 1,418,876 | D |
| Common Stock | 10/10/2007 | S | 900 | D | \$ 45.38 | 1,417,976 | D |
| Common Stock | 10/10/2007 | S | 500 | D | \$ 45.37 | 1,417,476 | D |
| Common Stock | 10/10/2007 | S | 3,400 | D | \$ 45.34 | 1,414,076 | D |
| Common Stock | 10/10/2007 | S | 700 | D | \$ 45.33 | 1,413,376 | D |
| Common Stock | 10/10/2007 | S | 3,500 | D | \$ 45.32 | 1,409,876 | D |
| Common Stock | 10/10/2007 | S | 4,661 | D | \$ 45.31 | 1,405,215 | D |
| Common Stock | 10/10/2007 | S | 5,139 | D | \$ 45.3 | 1,400,076 | D |

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

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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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | Title | | |
| | | | | | Code V (A) (D) | | | | |

| | | |
|---------------------|--------------------|--|
| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| WARNOCK JOHN E ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110 | X | | | Co-Chairman of the Board |

Signatures

/s/ Stuart Fagin, as attorney-in-fact 10/12/2007

__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) Bona fide gift of securities by reporting person--no consideration received.
 - (2) Since the reporting persons last report, 22,400 shares previously held in trust for the benefit of Dr. Warnock's adult child have been transferred pursuant to the terms of the trust and are no longer reflected in the reporting persons total beneficial holdings.

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.