

ADOBE SYSTEMS INC
Form 5
January 18, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GESCHKE CHARLES M

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/03/2010

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

**ADOBE SYSTEMS
INCORPORATED, 345 PARK
AVENUE**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN JOSE, CA 95110

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	224,500 ⁽¹⁾ <u>(2) (3)</u>	I	By Family Trust
Common Stock	^	^	^	^	^	^	36,000 ⁽²⁾	I	By GRAT ⁽⁴⁾
Common Stock	^	^	^	^	^	^	36,000 ⁽³⁾	I	By GRAT ⁽⁵⁾

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E F (I
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other		
GESCHKE CHARLES M ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Co-Chairman of the Board	

Signatures

/s/ Stuart Fagin, as attorney-in-fact 01/18/2011

__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) Includes the transfer of 18,398 shares from The Charles M. Geschke 2008 Annuity Trust No. 5 and 18,398 shares from The Nancy A. Geschke 2008 Annuity Trust No. 5 on December 22, 2010, in accordance with the terms of the GRATs.
- (2) Represents the transfer of 36,000 shares from The Geschke Family Trust to The Charles M. Geschke 2010 Annuity Trust No. 1 on October 29, 2010.
- (3) Represents the transfer of 36,000 shares from The Geschke Family Trust to The Nancy A. Geschke 2010 Annuity Trust No. 1 on October 29, 2010.
- (4) Reporting person is the trustee of The Charles M. Geschke 2010 Annuity Trust No. 1.
- (5) Reporting person's spouse is the trustee of The Nancy A. Geschke 2010 Annuity Trust No. 1.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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