

AVID TECHNOLOGY INC

Form 4

December 20, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rastogi Sharad

(Last) (First) (Middle)

1825 OAK AVENUE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AVID TECHNOLOGY INC [AVID]

3. Date of Earliest Transaction
(Month/Day/Year)

12/18/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP of Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 48	12/18/2007	D ⁽¹⁾			50,000	<u>(1)</u>	12/31/2013	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 48	12/18/2007	A ⁽¹⁾		50,000		<u>(1)</u>	12/31/2013	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 65.81	12/18/2007	D ⁽²⁾			6,000	<u>(2)</u>	02/17/2015	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 65.81	12/18/2007	A ⁽²⁾		6,000		<u>(2)</u>	02/17/2015	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 40.95	12/18/2007	D ⁽³⁾			30,000	<u>(3)</u>	09/02/2015	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 40.95	12/18/2007	A ⁽³⁾		30,000		<u>(3)</u>	09/02/2015	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 33.86	12/18/2007	D ⁽⁴⁾			16,215	<u>(4)</u>	02/23/2017	Common Stock	16,215
Employee Stock Option (right to buy)	\$ 33.86	12/18/2007	A ⁽⁴⁾		16,215		<u>(4)</u>	02/23/2017	Common Stock	16,215

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rastogi Sharad 1825 OAK AVENUE MENLO PARK, CA 94025	VP of Corporate Development

Signatures

/s/ John S. LaMountain as Power of Attorney for Sharad
Rastogi

12/20/2007

__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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 31, 2003 and provides for vesting as follows: 12.5% of the shares vest on the date that is six (6) months after the Grant Date; the remaining shares vest in forty-two (42) equal monthly installments beginning on the date that is seven (7) months after the Grant Date.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 17, 2005 and provided for vesting as follows: 12.5% of the shares vest on the date that is six (6) months after the Grant Date; the remaining shares vest in forty-two (42) equal monthly installments beginning on the date that is seven (7) months after the Grant. On October 26, 2005, the Company's Board of Directors approved a partial acceleration of the vesting of this option so that this option became exercisable as to an additional number of shares equal to the number that would have been exercisable as of December 31, 2007.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on September 2, 2005 and provides for vesting as follows: 12.5% of the shares vest on the date that is six (6) months after the Grant Date; the remaining shares vest in forty-two (42) equal monthly installments beginning on the date that is seven (7) months after the Grant Date.

(4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 23, 2007 and provides for vesting as follows: 12.5% of the shares vest on the date that is six (6) months after the Grant Date; the remaining shares vest in forty-two (42) equal monthly installments beginning on the date that is seven (7) months after the Grant Date.

Remarks:

All of the items reported on this form involve the amendment of outstanding options as a result of the Reporting Person entering

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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