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

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended September 1, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file Number: 0-15175

ADOBE SYSTEMS INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0019522
(I.R.S. Employer
Identification No.)

345 Park Avenue, San Jose, California 95110-2704
(Address of principal executive offices and zip code)

(408) 536-6000
(Registrant's telephone number, including area code)

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 (the "Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Act). Large accelerated filer Accelerated filer
Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes No

The number of shares outstanding of the registrant's common stock as of September 29, 2006 was 583,343,840.

ADOBE SYSTEMS INCORPORATED
FORM 10-Q

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PART I — FINANCIAL INFORMATION
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)
(Unaudited)

	<u>September 1, 2006</u>	<u>December 2, 2005</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 644,754	\$ 420,818
Short-term investments	1,341,698	1,280,016
Trade receivables, net	284,586	173,245
Other receivables	46,105	31,504
Deferred income taxes	138,504	58,710
Prepaid expenses and other current assets	40,907	44,285
Total current assets	<u>2,496,554</u>	<u>2,008,578</u>
Property and equipment, net	212,875	103,549
Goodwill	2,147,557	118,683
Purchased and other intangibles, net	541,542	16,477
Investment in lease receivable	126,800	126,800
Other assets	95,457	66,228
	<u>\$ 5,620,785</u>	<u>\$ 2,440,315</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade and other payables	\$ 38,624	\$ 41,042
Accrued expenses	253,389	226,915
Accrued restructuring	12,618	70
Income taxes payable	149,557	154,529
Deferred revenue	103,509	57,839
Total current liabilities	<u>557,697</u>	<u>480,395</u>
Long-term liabilities		
Deferred revenue	21,282	9,731
Deferred income taxes	95,565	78,800
Accrued restructuring	24,218	—
Other liabilities	8,204	7,063
Total liabilities	<u>706,966</u>	<u>575,989</u>
Stockholders' equity:		
Common stock, \$0.0001 par value	56	54
Additional paid-in-capital	2,437,694	1,350,692
Retained earnings	3,161,131	2,838,566
Accumulated other comprehensive income (loss)	1,762	(914)
Treasury stock at cost (18,932 and 102,799 shares, respectively), net of re-issuances	(686,824)	(2,324,072)
Total stockholders' equity	<u>4,913,819</u>	<u>1,864,326</u>
Total liabilities and stockholders' equity	<u>\$ 5,620,785</u>	<u>\$ 2,440,315</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 1, 2006	September 2, 2005	September 1, 2006	September 2, 2005
Revenue:				
Products	\$ 579,185	\$ 476,054	\$ 1,830,905	\$ 1,424,821
Services and support	23,006	10,985	62,220	31,129
Total revenue	<u>602,191</u>	<u>487,039</u>	<u>1,893,125</u>	<u>1,455,950</u>
Cost of revenue:				
Products	53,308	21,593	165,426	65,222
Services and support	16,171	5,887	47,406	16,661
Total cost of revenue	<u>69,479</u>	<u>27,480</u>	<u>212,832</u>	<u>81,883</u>
Gross profit	532,712	459,559	1,680,293	1,374,067
Operating expenses:				
Research and development	130,440	94,586	401,268	270,681
Sales and marketing	217,203	143,748	641,418	446,094
General and administrative	57,311	37,637	177,324	120,788
Restructuring and other charges	32	—	20,251	—
Amortization of purchased intangibles	17,693	—	52,111	—
Total operating expenses	<u>422,679</u>	<u>275,971</u>	<u>1,292,372</u>	<u>837,563</u>
Operating income	110,033	183,588	387,921	536,504
Non-operating income:				
Investment loss, net	(5,113)	(2,044)	(3,718)	(6,299)
Interest and other income, net	18,092	12,420	47,563	28,352
Total non-operating income	<u>12,979</u>	<u>10,376</u>	<u>43,845</u>	<u>22,053</u>
Income before income taxes	123,012	193,964	431,766	558,557
Provision for income taxes	28,616	49,048	109,201	111,969
Net income	<u>\$ 94,396</u>	<u>\$ 144,916</u>	<u>\$ 322,565</u>	<u>\$ 446,588</u>
Basic net income per share	<u>\$ 0.16</u>	<u>\$ 0.29</u>	<u>\$ 0.54</u>	<u>\$ 0.91</u>
Shares used in computing basic net income per share	<u>586,433</u>	<u>491,710</u>	<u>594,023</u>	<u>489,017</u>
Diluted net income per share	<u>\$ 0.16</u>	<u>\$ 0.29</u>	<u>\$ 0.53</u>	<u>\$ 0.88</u>
Shares used in computing diluted net income per share	<u>600,882</u>	<u>507,821</u>	<u>612,791</u>	<u>507,860</u>
Cash dividends declared per share	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.00625</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended	
	September 1, 2006	September 2, 2005
Cash flows from operating activities:		
Net income	\$ 322,565	\$ 446,588
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	216,809	47,880
Stock compensation expense	131,023	292
Deferred income taxes	7,871	(40,293)
Provision for (recovery of) losses on receivables	724	(678)
Tax benefit from employee stock option plans	—	63,802
Excess tax benefits from stock based compensation	(81,587)	—
Acquired incomplete technology	2,255	—
Net losses on sales and impairments of investments	12,055	6,318
Retirements of property and equipment	—	1,115
Changes in operating assets and liabilities, net of acquired assets and liabilities:		
Receivables	(35,403)	(28,096)
Other current assets	21,732	(16,106)
Trade and other payables	(4,516)	(6,070)
Accrued expenses	(79,591)	4,500
Accrued restructuring	(36,181)	—
Income taxes payable	79,975	28,379
Deferred revenue	41,527	469
Net cash provided by operating activities	<u>599,258</u>	<u>508,100</u>
Cash flows from investing activities:		
Purchases of short-term investments	(1,084,547)	(1,571,668)
Maturities of short-term investments	275,965	217,855
Sales of short-term investments	749,495	966,312
Acquisitions of property and equipment	(50,169)	(38,106)
Purchases of long-term investments and other assets	(18,595)	(24,338)
Cash received from (paid for) acquisitions	461,906	(9,541)
Proceeds from sale of equity securities	8,490	1,241
Net cash provided by (used for) investing activities	<u>342,545</u>	<u>(458,245)</u>
Cash flows from financing activities:		
Purchase of treasury stock	(1,164,249)	(100,092)
Proceeds from issuance of treasury stock	360,994	249,665
Excess tax benefits from stock based compensation	81,587	—
Proceeds from issuance of common stock	306	—
Payment of dividends	—	(3,044)
Net cash provided by (used for) financing activities	<u>(721,362)</u>	<u>146,529</u>
Effect of foreign currency exchange rates on cash and cash equivalents	3,495	(1,277)
Net increase in cash and cash equivalents	223,936	195,107
Cash and cash equivalents at beginning of period	420,818	259,061
Cash and cash equivalents at end of period	<u>\$ 644,754</u>	<u>\$ 454,168</u>
Supplemental disclosures:		
Common and treasury stock issued and stock options assumed for acquisition of Macromedia	<u>\$ 3,436,725</u>	<u>\$ —</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

ADOBE SYSTEMS INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share data)
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements include those of Adobe and our subsidiaries, after elimination of all intercompany accounts and transactions. Adobe has prepared the accompanying interim condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, consistent in all material respects with those applied in our Annual Report on Form 10-K for the year ended December 2, 2005, except as disclosed below. The interim financial information is unaudited but reflects all adjustments which are, in the opinion of management, necessary to provide fair condensed consolidated balance sheets, condensed consolidated statements of income and cash flows for the interim periods presented. Such adjustments are normal and recurring except as otherwise noted. The Condensed Consolidated Balance Sheet as of December 2, 2005 is derived from the December 2, 2005 audited financial statements. You should read these interim condensed consolidated financial statements in conjunction with the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 2, 2005.

On December 3, 2005, we completed the acquisition of Macromedia, Inc (“Macromedia”). The results of operations of Macromedia have been included in our results of operations beginning in the first quarter of fiscal 2006. See Note 2 of the Condensed Consolidated Financial Statements for pro forma results of operations of Adobe and Macromedia.

Goodwill and Purchased and Other Intangibles

In accordance with Statement of Financial Accounting Standards No. 142 (“SFAS 142”), “Goodwill and Other Intangible Assets,” we review our goodwill for impairment annually, or more frequently, if facts and circumstances warrant a review. The provisions of SFAS 142 require that a two-step test be performed to assess goodwill for impairment. First, the fair value of each reporting unit is compared to its carrying value. If the fair value exceeds the carrying value, goodwill is not impaired and no further testing is performed. The second step is performed if the carrying value exceeds the fair value. The implied fair value of the reporting unit’s goodwill must be determined and compared to the carrying value of the goodwill. If the carrying value of a reporting unit’s goodwill exceeds its implied fair value, an impairment loss equal to the difference will be recorded.

We completed our annual goodwill impairment test during the second quarter of fiscal 2006 and determined that the carrying amount of goodwill was not impaired.

SFAS 142 also requires that intangible assets with definite lives be amortized over their estimated useful life and reviewed for impairment in accordance with Statement of Financial Accounting Standards No. 144 (“SFAS 144”), “Accounting for the Impairment or Disposal of Long-Lived Assets.”

We are currently amortizing acquired intangible assets with definite lives. Purchased technology is amortized over its useful life, which is generally 3 to 4 years, and other intangibles assets are amortized over periods from 1 to 13 years. The amortization expense is classified as cost of product revenue for acquired technology and contracts and operating expenses for all other acquired intangible assets consisting of patents, trademarks, and customer related intangibles in our consolidated statements of income.

Revenue Recognition

Our revenue is derived from the licensing of software products, consulting, and maintenance and support. We recognize revenue when persuasive evidence of an arrangement exists, we have delivered the product or performed the service, the fee is fixed or determinable and collection is probable.

Product revenue

We recognize our product revenue upon shipment, provided collection is determined to be probable and no significant obligations remain. Our desktop application products revenue from distributors is subject to agreements allowing limited rights of return, rebates and price protection. Our direct sales and OEM sales are also subject to limited rights of return. Accordingly we reduce revenue recognized for estimated future returns, price protection and rebates at the time the related revenue is recorded. The estimates for returns are adjusted periodically based upon historical rates of returns, inventory levels in the distribution channel and other related factors.

We record the estimated costs of providing free technical phone support to customers for our software products.

We record OEM licensing revenue, primarily royalties, when OEM partners ship products incorporating Adobe software, provided collection of such revenue is deemed probable.

Our product-related deferred revenue includes maintenance upgrade revenue and customer advances under OEM license agreements. Our maintenance upgrade revenue for our desktop application products is included in our product revenue line item as the maintenance primarily entitles customers to receive product upgrades. In cases where we provide a specified free upgrade to an existing product, we defer the fair value for the specified upgrade right until the future obligation is fulfilled or when the right to the specified free upgrade expires.

Services and support revenue

Our services and support revenue is composed of consulting, training and maintenance and support, primarily related to the licensing of our Enterprise and Developer Solutions and Mobile and Device Solutions products. Our support revenue also includes technical support and developer support to partners and developer organizations related to our desktop products.

Our consulting revenue is recognized using the proportionate performance method and is measured monthly based on input measures, such as on hours incurred to date compared to total estimated hours to complete, with consideration given to output measures, such as contract milestones when applicable. Our maintenance and support offerings, which entitle customers to receive product upgrades and enhancements or technical support, depending on the offering, are recognized ratably over the term of the arrangement.

Multiple element arrangements

We enter into revenue arrangements in which a customer may purchase a combination of software, upgrades, maintenance and support, and consulting (multiple-element arrangements). When vendor-specific objective evidence ("VSOE") of fair value exists for all elements, we allocate revenue to each element based on the relative fair value of each of the elements. VSOE of fair value is established by the price charged when that element is sold separately. For maintenance and support, VSOE of fair value is established by renewal rates. For arrangements where VSOE of fair value exists only for the undelivered elements, we defer the full fair value of the undelivered elements and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as revenue, assuming all other criteria for revenue recognition have been met.

We perform ongoing credit evaluations of our customers' financial condition and in some cases we require

various forms of security. We also maintain allowances for estimated losses on receivables.

Stock-based Compensation

During the first quarter of fiscal 2006, we adopted the provisions of, and account for stock-based compensation in accordance with, the Financial Accounting Standards Board's ("FASB") Statement of Financial Accounting Standards No. 123 — revised 2004 ("SFAS 123R"), "Share-Based Payment" which replaced Statement of Financial Accounting Standards No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation" and supersedes APB Opinion No. 25 ("APB 25"), "Accounting for Stock Issued to Employees." Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of SFAS 123R apply to new grants and to grants that were outstanding prior to the effective date and are subsequently modified. Estimated compensation for grants that were outstanding as of the effective date will be recognized over the remaining service period using the compensation cost estimated for the SFAS 123 pro forma disclosures.

The adoption of SFAS 123R had and will have a material impact on our consolidated financial position, results of operations and cash flows. See Note 6 for further information regarding our stock-based compensation assumptions and expenses, including pro forma disclosures for prior periods as if we had recorded stock-based compensation expense.

Upon exercise of stock options or vesting of restricted stock and performance shares, we will issue treasury stock. If treasury stock is not available, common stock will be issued. In order to minimize the impact of on-going dilution from exercises of stock options and vesting of restricted stock and performance shares, we instituted a stock repurchase program. See Note 8 for information regarding our stock repurchase program.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. We record a valuation allowance to reduce deferred tax assets to an amount for which realization is more likely than not. We also account for any income tax contingencies in accordance with Statement of Financial Accounting Standards No. 5 ("SFAS 5"), "Accounting for Contingencies."

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 ("SFAS 157"), "Fair Value Measurements," which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. SFAS 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. Earlier adoption is permitted, provided the company has not yet issued financial statements, including for interim periods, for that fiscal year. We are currently evaluating the impact of SFAS 157, but do not expect the adoption of SFAS 157 to have a material impact on our consolidated financial position, results of operations or cash flows.

In July 2006, the FASB issued Financial Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109" ("FIN 48"), which is a change in accounting for income taxes. FIN 48 specifies how tax benefits for uncertain tax positions are to be recognized, measured,

and derecognized in financial statements; requires certain disclosures of uncertain tax matters; specifies how reserves for uncertain tax positions should be classified on the balance sheet; and provides transition and interim period guidance, among other provisions. FIN 48 is effective for fiscal years beginning after December 15, 2006 and as a result, is effective for Adobe in the first quarter of fiscal 2008. We are currently evaluating the impact of FIN 48 on our consolidated financial position, results of operations, and cash flows.

In February 2006, the FASB issued Statement of Financial Accounting Standards No. 155 (“SFAS 155”), “Accounting for Certain Hybrid Financial Instruments” which amends Statement of Financial Accounting Standards No. 133 (“SFAS 133”), “Accounting for Derivative Instruments and Hedging Activities” and Statement of Financial Accounting Standards No. 140 (“SFAS 140”), “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities.” SFAS 155 simplifies the accounting for certain derivatives embedded in other financial instruments by allowing them to be accounted for as a whole if the holder elects to account for the whole instrument on a fair value basis. SFAS 155 also clarifies and amends certain other provisions of SFAS 133 and SFAS 140. SFAS 155 is effective for all financial instruments acquired, issued or subject to a re-measurement event occurring in fiscal years beginning after September 15, 2006. Earlier adoption is permitted, provided the company has not yet issued financial statements, including for interim periods, for that fiscal year. We will adopt SFAS 155 in the first quarter of fiscal 2007. We do not expect the adoption of SFAS 155 to have a material impact on our consolidated financial position, results of operations or cash flows.

Note 2. Acquisitions

On December 3, 2005, we completed the acquisition of Macromedia, a provider of software technologies that enable the development of a wide range of internet and mobile application solutions, for approximately \$3.5 billion. The transaction was accounted for using the purchase method of accounting in accordance with Statement of Financial Accounting Standards No. 141 (“SFAS 141”), “Business Combinations.”

Assets acquired and liabilities assumed were recorded at their fair values as of December 3, 2005. The total \$3.5 billion preliminary purchase price is comprised of the following:

Value of Adobe stock issued	\$ 3,209,121
Fair value of stock options assumed.....	227,604
Direct transaction costs.....	29,060
Restructuring costs.....	72,947
Total preliminary estimated purchase price	<u>\$ 3,538,732</u>

As a result of the acquisition, we issued approximately 109.0 million shares of Adobe common stock based on an exchange ratio of 1.38 shares of Adobe common stock for each outstanding share of Macromedia common stock as of December 3, 2005. This fixed exchange ratio gives effect to the two-for-one stock split in the form of a stock dividend paid on May 23, 2005 to the stockholders of Adobe. The average market price per share of Adobe common stock of \$29.43 was based on the average of the closing prices for a range of trading days (April 14, 2005 through April 20, 2005) around the announcement date (April 18, 2005) of the proposed transaction.

Under the terms of the merger agreement, each Macromedia stock option that was outstanding and unexercised was converted into an option to purchase Adobe common stock and we assumed that stock option in accordance with the terms of the applicable Macromedia stock option plan and terms of the stock option agreement relating to that Macromedia stock option. Based on Macromedia’s stock options outstanding at December 3, 2005, we converted options to purchase approximately 11.0 million shares of Macromedia common stock into options to purchase approximately 15.1 million shares of Adobe common stock. The fair value of options assumed of \$227.6 million was determined using the Black Scholes valuation model. The stock price used in the valuation was \$29.43, which was the average of closing prices for a range of trading days (April 14, 2005 through April 20, 2005) around the announcement date (April

18, 2005) of the proposed transaction. The risk-free interest rate used in the valuation was the zero-coupon yield implied from U.S. Treasury securities with equivalent remaining terms. We do not anticipate paying any cash dividends in the foreseeable future and therefore an expected dividend yield of zero was used in the valuation. For fully vested options, the expected term used was one year. We estimated the expected term of unvested options by taking the average of the vesting term remaining and the contractual term of the option, as illustrated in the Securities and Exchange Commission's Staff Accounting Bulletin No. 107 ("SAB 107"). The implied volatility of Adobe traded stock options was used for volatility.

Direct transaction costs of \$29.1 million include investment banking, legal and accounting fees, and other external costs directly related to the acquisition. As of September 1, 2006, substantially all costs for accounting, legal, and other professional services have been paid.

Restructuring costs of \$73.0 million relate primarily to costs for severance, associated benefits, outplacement services, and excess facilities. See Note 7 for further details of the amounts accrued and payments made during 2006.

Purchase Price Allocation

In accordance with SFAS No. 141 the total preliminary purchase price was allocated to Macromedia's net tangible and intangible assets based upon their estimated fair values as of December 3, 2005. The excess purchase price over the value of the net tangible and identifiable intangible assets was recorded as goodwill. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on estimates and assumptions of management. During the third quarter of fiscal 2006, we revised our estimate of certain costs associated with our acquisition of Macromedia, resulting in an increase to goodwill of approximately \$4.3 million. The adjustment primarily reflected higher than estimated transaction costs and costs related to closing redundant facilities.

The primary areas of the purchase price allocation that are not yet finalized relate to certain facility costs, assumed liabilities and goodwill. The following represents the allocation of the preliminary purchase price to the acquired net assets of Macromedia and the associated estimated useful lives:

	<u>Amount</u>	<u>Estimated Useful Life</u>
Net tangible assets.....	\$ 699,059	N/A
Identifiable intangible assets:		
Acquired product rights	365,500	4 years
Customer contracts and relationships.....	183,800	6 years
Non-competition agreements.....	500	2 years
Trademarks.....	130,700	5 years
Goodwill.....	2,037,039	N/A
Deferred stock-based compensation.....	122,134	2.18 years [†]
Total preliminary estimated purchase price	<u>\$ 3,538,732</u>	

[†] Estimated weighted-average remaining vesting period.

Net tangible assets – Macromedia's tangible assets and liabilities as of December 3, 2005 were reviewed and adjusted to their fair value as necessary, including an increase to market value of \$18.4 million related to owned land and a building, \$11.5 million related to an investment, and \$21.5 million for receivables related to future payments from existing customers.

Deferred revenues – Macromedia's deferred revenue was derived from licenses, maintenance and support, hosting, and consulting contracts. We estimated our obligation related to the deferred revenue using the cost build-up approach. The cost build-up approach determines fair value by estimating the costs relating to fulfilling the obligation plus a normal profit margin. The sum of the costs and operating profit approximates, in theory, the amount that we would be required to pay a third party to assume the support

obligation. The estimated costs to fulfill the support obligation were based on the historical direct costs related to providing the support. As a result, we recorded an adjustment to reduce Macromedia's carrying value of deferred revenue by \$49.1 million to \$14.9 million, which represents our estimate of the fair value of the contractual obligations assumed.

Identifiable intangible assets – Acquired product rights include developed and core technology and patents. Developed technology relates to Macromedia products across all of their product lines that have reached technological feasibility. Core technology and patents represent a combination of Macromedia's processes, patents and trade secrets developed through years of experience in design and development of its products. We will amortize the fair value of the acquired product rights based on the pattern in which the economic benefits of the intangible asset will be consumed.

Customer contracts and relationships represent existing contracts and the underlying customer relationships. We will amortize the fair value of these assets based on the pattern in which the economic benefits of the intangible asset will be consumed.

Trademarks primarily relate to the Flash trade name and other product names, which will be amortized based on the pattern in which the economic benefits of the intangible asset will be consumed.

In-process research and development – As of the acquisition date, no amounts were allocated to in-process research and development. In-process research and development is dependent on the status of new projects on the date the acquisition is consummated. Prior to the acquisition date, Macromedia had released new versions of its software products. Accordingly, there were no substantive research and development projects in process on the date the acquisition was consummated.

Goodwill – Approximately \$2.0 billion has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. In accordance with SFAS 142, goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). The factors that contributed to the recognition of goodwill included securing buyer-specific synergies that increase revenue and profits and are not otherwise available to a marketplace participant, acquiring a talented workforce, and significant cost savings opportunities.

Taxes – As part of our accounting for the Macromedia acquisition, a portion of the overall purchase price was allocated to goodwill and acquired intangible assets. Amortization expense associated with acquired intangible assets is not deductible for tax purposes. Thus, approximately \$186.9 million was established as a deferred tax liability for the future amortization of the intangible assets. In accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes," the valuation allowance on Macromedia's financial statements as of December 3, 2005 was reduced by \$237.8 million to \$16.1 million, to the extent the deferred tax assets are more likely than not realizable.

Any impairment charges made in the future associated with goodwill will not be tax deductible and will result in an increased effective income tax rate in the quarter the impairment is recorded.

Deferred stock-based compensation – Deferred stock-based compensation represents the estimated fair value, measured as of December 3, 2005, of unvested Macromedia stock options and restricted stock assumed. The fair value of unvested options assumed was \$117.4 million using the Black Scholes valuation model. The stock price used in the valuation is \$34.97, which was the closing price of Adobe shares on December 2, 2005, the last trading day before the close of the acquisition. The risk-free interest rate was the zero coupon yield on December 2, 2005 implied from U.S. Treasury securities with equivalent remaining terms. We do not anticipate paying any cash dividends in the foreseeable future and therefore used an expected dividend yield of zero. We estimate the expected term by taking the average of the vesting term remaining and the contractual term of the option, as illustrated in the SAB 107. The implied volatility of Adobe traded stock options as of December 2, 2005 was used for volatility. The fair value of the unvested restricted stock of \$4.8 million was based on the fair value of the underlying shares on the acquisition date.

The assumptions used to value Macromedia deferred compensation are as follows:

	<u>2006</u>
Expected term (in years)	0.17 – 6.67
Volatility	32.9 – 35.2%
Risk free interest rate	3.97 – 4.48%

Total deferred stock-based compensation, of \$122.1 million, is being amortized to expenses over the remaining vesting periods of the underlying options or restricted stock. See Note 6 for the amortization of deferred stock-based compensation during the third quarter of fiscal 2006.

Pro Forma Results

The unaudited financial information in the table below summarizes the combined results of operations of Adobe and Macromedia, on a pro forma basis, as though the companies had been combined as of the beginning of the period presented. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place on December 4, 2004 or of results that may occur in the future. The pro forma financial information for the three and nine months ended September 2, 2005 includes the following items:

	<u>Three Months</u>	<u>Nine Months</u>
Amortization of intangible assets	\$ 51,167	\$ 153,507
Amortization of deferred stock-based compensation	15,471	54,181
Restructuring costs	32	20,251
Business combination accounting effect on historical support revenue	8,252	34,137

The unaudited pro forma financial information for the three and nine months ended September 2, 2005 combines the historical results for Adobe for the three and nine months ended September 2, 2005 and the historical results for Macromedia for the three and nine months ended June 30, 2005.

	<u>Three Months</u>	<u>Nine Months</u>
Net revenues	\$ 595,608	\$ 1,763,323
Net income	104,322	271,756
Basic net income per share	0.18	0.46
Diluted net income per share	0.17	0.44

Note 3. Goodwill and Purchased and Other Intangibles

Below is our goodwill reported by segment as of September 1, 2006 and December 2, 2005:

	<u>2006</u>	<u>2005</u>
Creative Solutions	\$ 772,558	\$ 18,763
Knowledge Worker Solutions	431,184	8,395
Enterprise and Developer Solutions.....	385,002	91,525
Mobile and Device Solutions.....	323,629	—
Other.....	235,184	—
Total goodwill.....	<u>\$ 2,147,557</u>	<u>\$ 118,683</u>

During fiscal 2006, our goodwill increased primarily due to the acquisition of Macromedia. This goodwill was reduced by \$0.1 million primarily for the realization of tax benefits for deductions resulting from the exercise of stock options and disqualifying dispositions of vested options assumed and for adjustments made to deferred and current tax balances upon filing the final Macromedia U.S. income tax returns in August 2006. In addition, goodwill also increased by \$18.8 million due to the acquisition of TTF in the second quarter of fiscal 2006.

Purchased and other intangible assets, subject to amortization, were as follows as of September 1, 2006:

	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Purchased technology.....	\$ 384,150	\$ (111,244)	\$ 272,906
Localization.....	7,285	(4,056)	3,229
Trademarks.....	130,925	(20,163)	110,762
Other intangibles	186,740	(32,095)	154,645
Total other intangible assets	<u>324,950</u>	<u>(56,314)</u>	<u>268,636</u>
Total purchased and other intangible assets.....	<u>\$ 709,100</u>	<u>\$ (167,558)</u>	<u>\$ 541,542</u>

Purchased and other intangible assets, subject to amortization, were as follows as of December 2, 2005:

	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Purchased technology.....	\$ 18,785	\$ (11,153)	\$ 7,632
Localization.....	\$ 20,512	\$ (11,901)	\$ 8,611
Trademarks.....	225	(82)	143
Other intangibles	301	(210)	91
Total other intangible assets	<u>\$ 21,038</u>	<u>\$ (12,193)</u>	<u>\$ 8,845</u>
Total purchased and other intangible assets.....	<u>\$ 39,823</u>	<u>\$ (23,346)</u>	<u>\$ 16,477</u>

The increase in purchased and other intangible assets during the nine months ended September 1, 2006 was primarily due to the acquisition of Macromedia. See Note 2 for further information regarding this acquisition. Purchased and other intangibles also increased primarily due to the acquisition of TTF in the second quarter of fiscal 2006.

Amortization expense related to purchased and other intangible assets was \$54.3 million and \$166.2 million for the three and nine months ended September 1, 2006 respectively. Comparatively, amortization expense was \$6.2 million and \$14.9 million for the three and nine months ended September 2, 2005, respectively. As of September 1, 2006, we expect amortization expense in future periods to be as shown below:

Fiscal year	Purchased Technology	Other Intangible Assets
Remainder of 2006.....	\$ 21,214	\$ 15,593
2007	78,718	58,460
2008	64,039	55,160
2009	56,325	55,139
2010	7,063	55,139
2011	5,121	29,108
Thereafter.....	40,426	37
Total expected amortization expense	\$ 272,906	\$ 268,636

Note 4. Other Assets

Other assets consisted of the following as of September 1, 2006 and December 2, 2005:

	2006	2005
Investments	\$ 57,454	\$ 51,707
Security deposits and other	11,962	7,419
Prepaid land lease.....	3,272	3,301
Prepaid rent	3,879	3,801
Restricted cash	5,462	—
Unbilled receivables.....	11,056	—
Note receivable	2,372	—
Total other assets.....	\$ 95,457	\$ 66,228

The increase in other assets is primarily due to the addition of assets related to our acquisition of Macromedia on December 3, 2005.

We own limited partnership interests in Adobe Ventures which are consolidated in accordance with FASB Interpretation No. 46R (“FIN 46R”) a revision to FASB Interpretation No. 46 (“FIN 46”), “Consolidation of Variable Interest Entities.” The partnerships are controlled by Granite Ventures, an independent venture capital firm and sole general partner of Adobe Ventures.

The following table summarizes the net realized gains and losses from our investments for the three and nine months ended September 1, 2006 and September 2, 2005:

	<u>Three Months</u>		<u>Nine Months</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Net losses related to our investments in Adobe				
Ventures and cost method investments	\$ (5,013)	\$ (2,081)	\$ (3,558)	\$ (5,906)
Write-downs due to other-than-temporary declines in value of our marketable equity securities	—	—	—	(558)
Gains from sales of short-term investments.....	—	143	—	85
Gains (losses) on stock warrants.....	(100)	(124)	(160)	62
Other investment gains	—	18	—	18
Total investment loss.....	<u>\$ (5,113)</u>	<u>\$ (2,044)</u>	<u>\$ (3,718)</u>	<u>\$ (6,299)</u>

Note 5. Accrued Expenses

Accrued expenses consisted of the following as of September 1, 2006 and December 2, 2005:

	<u>2006</u>	<u>2005</u>
Compensation and benefits.....	\$ 119,016	\$ 112,362
Sales and marketing allowances	16,686	16,306
Other.....	117,687	98,247
Total accrued expenses.....	<u>\$ 253,389</u>	<u>\$ 226,915</u>

Note 6. Stock-based Compensation

Stock Options

Our stock option program is a long-term retention program that is intended to attract, retain and provide incentives for talented employees, officers and directors, and to align stockholder and employee interests. We consider our option programs critical to our operation and productivity. Currently, we grant options from the 1) 2003 Equity Incentive Plan (“2003 Plan”), under which options could be granted to all employees, including executive officers, and outside consultants and 2) the 1996 Outside Directors Stock Option Plan, as amended, under which options are granted automatically under a pre-determined formula to non-employee directors. In addition, our stock option program includes the 2005 Equity Incentive Assumption Plan, from which we currently do not grant options, but may do so in the future. The plans listed above are collectively referred to in the following discussion as “the Plans.” Option vesting periods are generally three to four years for all of the Plans.

Employee Stock Purchase Plan

Our 1997 Employee Stock Purchase Plan (the “ESPP”) allows eligible employee participants to purchase shares of our common stock at a discount through payroll deductions. The ESPP consists of twenty-four-month offering periods with four six-month purchase periods in each offering period. Employees purchase shares in each purchase period at 85% of the market value of our common stock at either the beginning of the offering period or the end of the purchase period, whichever price is lower.

Restricted Stock

We grant restricted shares and performance awards to employees under our Amended 1994 Performance and Restricted Stock Plan (“Restricted Stock Plan”). The Restricted Stock Plan provides for the granting of restricted stock and/or performance awards to officers and key employees. Restricted stock

issued under the Restricted Stock Plan generally vest annually over two to three years but are considered outstanding at the time of grant, as the stockholders are entitled to dividends and voting rights.

Performance Shares

Effective February 2, 2006, the Executive Compensation Committee adopted the 2006 Performance Share Program (the "Program"). The Executive Compensation Committee established the Program to align the new leadership team to achieve key integration milestones and create stockholder value and to retain key executives. All members of Adobe's executive management team and other key members of senior management are participating in the Program which runs through the end of our fiscal 2007. Awards under the Program were granted in the form of performance shares pursuant to the terms of our 2003 Plan or Restricted Stock Plan. Performance shares granted entitle the recipient to receive fully-vested shares of Adobe common stock upon completion of the performance period subject to attaining identified performance goals, some of which contain discretionary metrics.

Stock Compensation

Beginning with our first quarter of fiscal 2006, we adopted SFAS 123R. See Note 1 for a description of our adoption of SFAS 123R. We currently use the Black-Scholes option pricing model to determine the fair value of stock options and employee stock purchase plan shares. The determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends.

We estimate the expected term of options granted by calculating the average term from our historical stock option exercise experience. We estimate the volatility of our common stock by using implied volatility in market traded options in accordance with SAB 107. Our decision to use implied volatility was based upon the availability of actively traded options on our common stock and our assessment that implied volatility is more representative of future stock price trends than historical volatility. We base the risk-free interest rate that we use in the option valuation model on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options. We do not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option valuation model. We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. All stock-based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

The expected term of employee stock purchase plan shares is the average of the remaining purchase periods under each offering period.

Prior to the adoption of SFAS 123R, we recognized the estimated compensation cost of restricted stock over the vesting term. The estimated compensation cost is based on the fair value of Adobe's common stock on the date of grant. We will continue to recognize the compensation cost, net of estimated forfeitures, over the vesting term.

In accordance with SFAS 123R, we will recognize the estimated compensation cost of performance shares, net of estimated forfeitures. The awards are earned upon attainment of identified performance goals, some of which contain discretionary metrics, and are accounted for based upon the fair value of the award at each reporting date. As such, these awards are re-valued based on Adobe's traded stock price at the end of each reporting period. If the discretion is removed, then the treatment as a variable award stops and the award will be classified as a fixed equity award. The fair value of the awards will be based on the measurement date, which is the date the award becomes fixed. The awards will be subsequently amortized over the remaining performance period.

In addition to estimating expense for grants to Adobe employees, we also estimated deferred compensation related to unvested options assumed in the acquisition of Macromedia (see Note 2 for further information). In accordance with SFAS 123R, deferred compensation expense is classified by functional area on our consolidated statement of income.

The assumptions used to value option grants for the three and nine months ended September 1, 2006 and September 2, 2005 are as follows:

	Three Months Ended		Nine Months Ended	
	2006	2005	2006	2005
Expected life (in years)	3.7	3.0	3.7	3.0
Volatility	33.73 – 36.95%	34 – 37%	30.29- 36.95%	30 – 37%
Risk free interest rate	4.89 – 5.15%	3.90%	4.30 – 5.15%	3.38 – 3.90%

The assumptions used to value employee stock purchase rights for the three and nine months ended September 1, 2006 and September 2, 2005 are as follows:

	Three Months Ended		Nine Months Ended	
	2006	2005	2006	2005
Expected life (in years)	1.25	1.25	1.25	1.25
Volatility	31.86 – 35.02%	37%	30.30 – 35.02%	32 – 37%
Risk free interest rate	5.16 – 5.26%	3.58%	4.32 – 5.26%	3.03 – 3.58%

See Note 2 for the assumptions used to value Macromedia deferred compensation.

Total stock-based compensation recognized on our consolidated statement of income for the three and nine months ended September 1, 2006 is as follows:

Income Statement Classifications	Option Grants and Stock Purchase Rights	Restricted Stock and Performance Shares	Amortization of Macromedia Deferred Compensation
Three months:			
Cost of revenue – services and support.....	\$ 569	\$ —	\$ 249
Research and development	11,518	466	802
Sales and marketing.....	8,767	212	14,104
General and administrative.....	5,214	441	316
Total	<u>\$ 26,068</u>	<u>\$ 1,119</u>	<u>\$ 15,471</u>
Nine Months:			
Cost of revenue – services and support.....	\$ 1,749	\$ —	\$ 4,547
Research and development	32,795	1,012	14,659
Sales and marketing.....	25,081	831	29,206
General and administrative.....	14,519	855	5,769
Total	<u>\$ 74,144</u>	<u>\$ 2,698</u>	<u>\$ 54,181</u>

The following table sets forth the pro forma amounts of net income and net income per share, for the three and nine months ended September 2, 2005, that would have resulted if we had accounted for our employee stock plans under the fair value recognition provisions of SFAS 123:

	<u>Three Months</u>	<u>Nine Months</u>
Net income:		
As reported.....	\$ 144,916	\$ 446,588
Add: Stock-based compensation expense for employees included in reported net income, net of related tax effects	72	189
Less: Total stock-based compensation expense for employees determined under the fair value based method, net of related tax effects	<u>(24,531)</u>	<u>(66,550)</u>
Pro forma	<u>\$ 120,457</u>	<u>\$ 380,227</u>
Basic net income per share:		
As reported.....	\$ 0.29	\$ 0.91
Pro forma	\$ 0.24	\$ 0.78
Diluted net income per share:		
As reported.....	\$ 0.29	\$ 0.88
Pro forma	\$ 0.24	\$ 0.75

Prior to the adoption of SFAS 123R, we presented all tax benefits for deductions resulting from the exercise of stock options and disqualifying dispositions as operating cash flows on our consolidated statement of cash flows. SFAS 123R requires the benefits of tax deductions in excess of recognized compensation expense to be reported as a financing cash flow, rather than as an operating cash flow. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption. Total cash flow will remain unchanged from what would have been reported under prior accounting rules.

As of September 1, 2006, there was \$150.7 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock-based payments granted to Adobe employees. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures. Additionally, as of September 1, 2006, there was \$71.3 million of unamortized deferred compensation, related to the acquisition of Macromedia, which will be recognized over a weighted average period of 1.19 years.

General Stock Option Information

The following table sets forth the summary of option activity under our stock option program for the nine months ended September 1, 2006:

	Options Available for Grant	Number of Options Outstanding	Weighted Average Exercise Price
Beginning of period	24,294	65,251	\$ 21.56
Granted	(11,551)	11,348	28.32
Exercised	—	(18,316)	16.93
Canceled	4,111	(4,111)	24.89
Expired	(94)	—	—
Due to acquisition	270	15,143	—
End of period	<u>17,030</u>	<u>69,315</u>	\$ 23.59
Weighted average fair value of options granted.....	\$ 10.70		

The difference in shares granted under options available for grant and number of options outstanding is due to performance share grants. See below for information regarding the performance shares. The total intrinsic value of options exercised during the period was \$312.8 million. The intrinsic value is calculated as the difference between the market value as of September 1, 2006 and the exercise price of the shares. The market value as of September 1, 2006 was \$32.33 as reported by the NASDAQ Global Select Market.

Information regarding the stock options outstanding at September 1, 2006 is summarized below:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$ 0.56 – 13.24	8,219	3.82 years	\$ 11.09	7,821	\$ 11.10
\$13.37 – 15.68	7,411	3.44 years	13.81	6,946	13.79
\$15.69 – 19.55	10,649	2.80 years	18.46	9,476	18.36
\$19.64 – 21.04	2,539	4.46 years	20.39	2,129	20.34
\$21.16 – 21.78	7,040	5.02 years	21.77	3,926	21.77
\$21.97 – 27.83	7,004	4.25 years	26.12	4,693	26.68
\$27.85 – 30.79	9,402	6.74 years	30.28	909	29.52
\$30.80 – 32.42	12,405	4.76 years	32.19	6,441	32.13
\$32.67 – 60.87	4,645	6.30 years	37.18	422	35.06
\$68.43 – 68.43	<u>1</u>	3.83 years	68.43	<u>1</u>	68.43
	<u>69,315</u>	4.54 years	\$ 23.59	<u>42,764</u>	\$ 20.09

The aggregate intrinsic value of options outstanding and options exercisable as of September 1, 2006 was \$629.1 million and \$524.7 million, respectively.

General Restricted Stock and Performance Share Information

<u>Restricted Stock</u>	<u>Non-vested Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Beginning of period	428	\$ 14.38
Awarded	9	39.47
Released.....	(292)	22.03
Forfeited	(2)	29.79
Due to acquisition.....	414	22.35
End of period	<u>557</u>	<u>\$ 10.73</u>

During the nine months ended September 1, 2006, we granted 360,000 performance shares under the Program. Upon achievement of performance goals, the recipients may be eligible to receive up to 540,000 shares. These shares will be issued out of our 2003 Plan and our Restricted Stock Plan.

Note 7. Restructuring and Other Charges

In the first quarter of fiscal 2006, pursuant to Board of Directors' approval, we initiated plans to restructure both the pre-merger operations of Adobe and Macromedia to eliminate certain duplicative activities, focus our resources on future growth opportunities and reduce our cost structure. In connection with the worldwide restructuring plan, we recognized costs related to termination benefits for employee positions that were eliminated and for the closure of duplicative facilities. We also recognized costs related to the cancellation of certain contracts associated with the wind-down of subsidiaries and other service contracts held by Macromedia.

Macromedia Merger Restructuring Charges

A summary of preliminary restructuring activities follows:

	<u>Initial Restructuring Charges</u>	<u>Cash Payments</u>	<u>Adjustments</u>	<u>Balance at September 1, 2006</u>
Termination Benefits.....	\$ 26,608	\$ (25,549)	\$ 869	\$ 1,928
Cost of closing redundant facilities.....	32,083	(7,874)	7,625	31,834
Cost of contract termination...	3,969	(3,046)	(699)	224
Other	2,500	(1,061)	—	1,439
Total	<u>\$ 65,160</u>	<u>\$ (37,530)</u>	<u>\$ 7,795</u>	<u>\$ 35,425</u>

We completed our acquisition of Macromedia on December 3, 2005. Pursuant to Emerging Issues Task Force Issue No. 95-3, "Recognition of Liabilities in Connection with a Purchase Business Combination," all restructuring charges related to the Macromedia acquisition are recognized as a part of the purchase price allocation, as discussed in Note 2 and have been accrued for as of September 1, 2006.

Accrued restructuring charges of \$35.4 million at September 1, 2006 includes \$11.6 million recorded in accrued restructuring, current and \$23.8 million, related to long-term facilities obligations, recorded in accrued restructuring, non-current in the accompanying Condensed Consolidated Balance Sheets.

Adobe Restructuring Charges

In connection with the worldwide restructuring plan, we recognized costs related to termination benefits for former Adobe employees whose positions were eliminated and for the closure of Adobe facilities. We also recognized costs related to the cancellation of certain contracts held by Adobe. In

addition, costs related to the write-off of fixed assets located at facilities that will no longer be used will be recognized in the periods that the respective offices are vacated. We expect to recognize these charges through the first quarter of fiscal 2007.

A summary of exit costs follows:

	Initial Restructuring Charges	Cash Payments	Adjustments	Balance at September 1, 2006
Termination Benefits	\$ 18,879	\$ (18,677)	\$ 166	\$ 368
Cost of closing redundant facilities.....	—	(308)	1,101	793
Cost of contract termination...	105	(11)	—	94
Total	\$ 18,984	\$ (18,996)	\$ 1,267	\$ 1,255

Pursuant to FASB's Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," all facility related charges related to the pre-merger operations are expensed and accrued for based upon the cease use date. As of September 1, 2006, accrued restructuring charges of \$1.3 million at September 1, 2006 includes \$1.0 million recorded in accrued restructuring, current and \$0.3 million, related to long-term facilities obligations, recorded in accrued restructuring, non-current in the accompanying Condensed Consolidated Balance Sheets.

Accelio Related Restructuring Charges

In connection with our acquisition of Accelio in the second quarter of fiscal 2002, we recognized \$14.5 million in liabilities associated with a worldwide reduction in force of Accelio employees, transaction costs, costs related to closing redundant facilities and terminating contracts and other exit costs associated with the acquisition. As of September 1, 2006, \$0.1 million remained in accrued restructuring on the consolidated balance sheet and comprised transaction and facilities costs. Transaction costs primarily relate to the liquidation of Accelio's subsidiaries and are expected to be paid through fiscal 2006. Facilities costs relate to leases we assumed upon acquisition of Accelio that terminate at various times through September 2006.

Note 8. Stockholders' Equity

Stock Repurchase Program I – On-going Dilution Coverage

To facilitate our stock repurchase program, designed to return value to our stockholders and minimize dilution from stock issuances, we repurchase shares in the open market and from time to time enter into structured repurchase agreements with third parties.

Authorization to repurchase shares to cover on-going dilution is not subject to expiration. However, this repurchase program is limited to covering net dilution from stock issuances and is subject to business conditions and cash flow requirements as determined by our Board of Directors from time to time.

As part of this program, on April 17, 2005, the Board of Directors approved the use of \$1.0 billion for stock repurchase commencing upon the close of the Macromedia acquisition.

During fiscal 2005 and for the nine months ended September 1, 2006, we entered into several structured repurchase agreements with large financial institutions, whereupon we provided the financial institutions with prepayments of \$600 million and \$1.1 billion, respectively. We entered into these agreements in order to take advantage of repurchasing shares at a guaranteed discount to the Volume Weighted Average Price ("VWAP") of our stock. We only enter into such transactions when the discount that we receive is higher than the foregone return on our cash prepayments to the financial institutions. There were no explicit commissions or fees on these structured repurchases. Under the terms of the

agreements, there is no requirement for the financial institutions to return any portion of the prepayment to us.

The financial institutions agree to deliver shares to us at monthly intervals during the contract term. For a monthly breakdown of repurchase amounts refer to Part II, Item 2(c) of this filing. The parameters used to calculate the number of shares deliverable are: the total notional amount of the contract, the number of trading days in the contract, the number of trading days in the interval, and the average VWAP of our stock during the interval less the agreed upon discount. During the nine months ended September 1, 2006, we repurchased 1.7 million shares at an average price of \$36.04 through open market repurchases and 34.6 million shares at an average price of \$33.82 through these structured repurchase agreements which included prepayments from fiscal 2005. During the nine months ended September 2, 2005, we repurchased 7.5 million shares at an average price of \$30.36 through these structured repurchase agreements which included prepayments remaining from fiscal 2004.

For the nine months ended September 1, 2006, the \$1.1 billion prepayment was classified as treasury stock on our balance sheet at the payment date, though only shares physically delivered to us by September 1, 2006 are excluded from the denominator in the computation of earnings per share. All outstanding structured repurchase agreements as of September 1, 2006 will expire on or before February 7, 2007. As of September 1, 2006 and December 2, 2005, approximately \$85.8 million and \$154.9 million respectively, of up-front payments remained under the agreements.

Note 9. Comprehensive Income

Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income," establishes standards for the reporting and display of comprehensive income and its components in the financial statements. Items of other comprehensive income that we currently report are unrealized gains and losses on marketable securities categorized as available-for-sale and foreign currency translation adjustments. We also report gains and losses on derivative instruments qualifying as cash flow hedges.

The following table sets forth the components of comprehensive income, net of income tax expense, for the three and nine months ended September 1, 2006 and September 2, 2005:

	<u>Three Months</u>		<u>Nine Months</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Net income.....	\$ 94,396	\$ 144,916	\$ 322,565	\$ 446,588
Other comprehensive income (loss), net of tax:				
Change in unrealized gain (loss) on available-for sale securities, net of taxes	2,730	(292)	2,595	(194)
Currency translation adjustments	20	1,973	3,495	(1,277)
Net gain (loss) in derivative instruments, net of taxes	1,903	(5,015)	(3,414)	949
Other comprehensive income (loss)	4,653	(3,334)	2,676	(522)
Total comprehensive income, net of taxes	<u>\$ 99,049</u>	<u>\$ 141,582</u>	<u>\$ 325,241</u>	<u>\$ 446,066</u>

Note 10. Net Income per Share

Basic net income per share is computed using the weighted average number of common shares outstanding for the period, excluding unvested restricted stock. Diluted net income per share is based upon the weighted average common shares outstanding for the period plus dilutive potential common shares, including unvested restricted common stock and stock options using the treasury stock method.

The following table sets forth the computation of basic and diluted net income per share for the three and nine months ended September 1, 2006 and September 2, 2005:

	<u>Three Months</u>		<u>Nine Months</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Net income.....	\$ 94,396	\$ 144,916	\$ 322,565	\$ 446,588
Shares used to compute basic net income per share.....	586,433	491,710	594,023	489,017
Dilutive potential common shares:				
Unvested restricted stock	35	36	35	36
Stock options	14,414	16,075	18,733	18,807
Shares used to compute diluted net income per share.....	<u>600,882</u>	<u>507,821</u>	<u>612,791</u>	<u>507,860</u>
Basic net income per share	<u>\$ 0.16</u>	<u>\$ 0.29</u>	<u>\$ 0.54</u>	<u>\$ 0.91</u>
Diluted net income per share	<u>\$ 0.16</u>	<u>\$ 0.29</u>	<u>\$ 0.53</u>	<u>\$ 0.88</u>

For the three and nine months ended September 1, 2006 options to purchase approximately 27.7 million and 16.7 million shares, respectively, of common stock with exercise prices greater than the average fair market value of our stock of \$30.21 and \$34.38, respectively, were not included in the calculation because the effect would have been anti-dilutive. Comparatively, for the three and nine months ended September 2, 2005 options to purchase approximately 16.7 million and 10.3 million shares, respectively, of common stock with exercise prices greater than the average fair market value of our stock of \$28.78 and \$30.23, respectively, were excluded from the calculation because the effect would have been anti-dilutive.

Note 11. Commitments and Contingencies

Lease Commitments

We lease certain facilities and some of our equipment under noncancelable operating lease arrangements that expire at various dates through 2025. We also have one land lease that expires in 2091.

We occupy three office buildings in San Jose, California where our corporate headquarters are located. We reference these office buildings as the “Almaden tower” and the “East and West towers.”

In December 2003, upon completion of construction, we began a five year lease agreement for the Almaden tower. Under the agreement, we have the option to purchase the building at any time during the lease term for the lease balance, which is approximately \$103.0 million. The maximum recourse amount (“residual value guarantee”) under this obligation is \$90.8 million.

In August 2004, we extended the lease agreement for our East and West towers for an additional five years with an option to extend for an additional five years solely at Adobe’s election. As part of the lease extension, we purchased a portion of the lease receivable of the lessor for \$126.8 million, which is recorded as an investment in lease receivable on our consolidated balance sheet. This purchase may be credited against the residual value guarantee if we purchase the properties or repaid from the sale proceeds if the properties are sold to third parties. Under the agreement for the East and West towers, we have the option to purchase the buildings at any time during the lease term for the lease balance, which is approximately \$143.2 million. The maximum recourse amount (“residual value guarantee”) under this obligation is \$126.8 million.

These two leases are both subject to standard covenants including liquidity, leverage and profitability ratios that are reported to the lessors quarterly. As of September 1, 2006, we were in compliance with all covenants. In the case of a default, the lessor may demand we purchase the buildings for an amount equal to the lease balance, or require that we remarket or relinquish the buildings. Both leases qualify for operating lease accounting treatment under Statement of Financial Accounting Standards No. 13,

“Accounting for Leases,” and, as such, the buildings and the related obligations are not included on our consolidated balance sheet. We utilized this type of financing in order to access bank-provided funding at the most favorable rates and to provide the lowest total cost of occupancy for the headquarter buildings. At the end of the lease term, we can extend the lease for an additional five year term (for the East and West towers lease only), purchase the buildings for the lease balance, remarket or relinquish the buildings. If we choose to remarket or are required to do so upon relinquishing the buildings, we are bound to arrange the sale of the buildings to an unrelated party and will be required to pay the lessor any shortfall between the net remarketing proceeds and the lease balance, up to the maximum recourse amount.

Royalties

We have certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is generally based on a dollar amount per unit shipped or a percentage of the underlying revenue.

Guarantees

The lease agreements for our corporate headquarters provide for residual value guarantees. Under FASB Interpretation No. 45 (“FIN 45”), “Guarantor’s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others,” the fair value of a residual value guarantee in lease agreements entered into after December 31, 2002, must be recognized as a liability on our consolidated balance sheet. As such, we recognized a \$5.2 million liability related to the East and West towers lease that was extended in August 2004. This liability is recorded in other long-term liabilities with the offsetting entry recorded as prepaid rent in other assets. The balance will be amortized to the income statement over the life of the lease. As of September 1, 2006, the unamortized portion of the fair value of the residual value guarantee remaining in other long-term liabilities and prepaid rent was \$3.0 million.

Indemnifications

In the normal course of business, we provide indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our products. Historically, costs related to these indemnification provisions have not been significant and we are unable to estimate the maximum potential impact of these indemnification provisions on our future results of operations.

To the extent permitted under Delaware law, we have agreements whereby we indemnify our officers and directors for certain events or occurrences while the officer or director is, or was serving, at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer’s or director’s lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have director and officer insurance coverage that limits our exposure and enables us to recover a portion of any future amounts paid. We believe the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is minimal.

As part of our limited partnership interests in Adobe Ventures, we have provided a general indemnification to Granite Ventures, an independent venture capital firm and sole general partner of Adobe Ventures, for certain events or occurrences while Granite Ventures is, or was serving, at our request in such capacity provided that Granite Ventures acts in good faith on behalf of the partnerships. We are unable to develop an estimate of the maximum potential amount of future payments that could potentially result from any hypothetical future claim, but believe the risk of having to make any payments under this general indemnification to be remote.

Legal Proceedings

On September 6, 2002, Plaintiff Fred B. Dufresne filed suit against Adobe, Microsoft Corporation,

Macromedia, Inc. and Trellix Corporation in the U.S. District Court, District of Massachusetts, alleging infringement of U.S. Patent No. 5,835,712, entitled “Client-Server System Using Embedded Hypertext Tags for Application and Database Development.” The Plaintiff’s complaint asserts that “defendants have infringed, and continue to infringe, one or more claims of the ‘712 patent by making, using, selling and/or offering for sale, *inter alia*, products supporting Microsoft Active Server Pages technology.” Plaintiff seeks unspecified compensatory damages, preliminary and permanent injunctive relief, trebling of damages for “willful infringement,” and fees and costs. We believe the action has no merit and are vigorously defending against it.

On June 13, 2005, Plaintiff Steve Staehr filed a shareholder derivative action entitled “Steve Staehr, Derivatively on Behalf of Adobe Systems Incorporated v. Bruce R. Chizen, et. al.,” in the Superior Court of the State of California for the County of Santa Clara against Adobe’s directors and naming Adobe as a nominal defendant. The complaint alleges that the defendants breached their fiduciary duties of loyalty and due care and caused Adobe to waste corporate assets by failing to renegotiate or terminate the acquisition agreement with Macromedia following the announcement by Macromedia that it would restate its financial results for the fiscal years ended March 31, 1999 through 2004. On August 18, 2005, Plaintiff amended his complaint to add a purported class action in which Plaintiff seeks, among other things, unspecified monetary damages, attorneys’ fees and certain forms of equitable relief. On May 9, 2006, Plaintiff filed a third amended complaint, to which defendants demurred. A hearing on the demurrer was held on July 7, 2006 and the court granted the defendant’s motion and dismissed the complaint with prejudice.

In connection with our anti-piracy efforts, conducted both internally and through the Business Software Alliance, from time to time we undertake litigation against alleged copyright infringers. Such lawsuits may lead to counter-claims alleging improper use of litigation or violation of other local law and have recently increased in frequency, especially in Latin American countries. We believe we have valid defenses with respect to such counter-claims; however, it is possible that our consolidated financial position, cash flows or results of operations could be affected in any particular period by the resolution of one or more of these counter-claims.

One such case is Consultores en Computación y Contabilidad, S.C. (“CCC”) v. Microsoft, Adobe, Symantec, and Autodesk (the “Defendants”). On March 1, 2002, CCC, a Mexican hardware/software reseller, filed a lawsuit in the Mexico Court of First Instance against the Defendants (all members of the Business Software Alliance). CCC had previously been the target of a criminal anti-piracy enforcement action carried out by the Mexican police authorities on the basis of a piracy complaint filed by the Defendants based on evidence provided to the Defendants. CCC alleged in the lawsuit that it had suffered damages to its reputation as a result of the enforcement action. CCC did not claim economic damages. On November 11, 2002, the trial court judge ruled in favor of the Defendants, holding that no moral damage occurred. After subsequent appeals which were favorable to the Defendants, a court of appeals held that the Defendants were liable to CCC for “moral” damages, and the court remanded the case to the Court of First Instance for a determination of the amount. In December 2005, the Court of First Instance awarded CCC \$90 million in damages. The Defendants are appealing the verdict, as are the plaintiffs who seek additional damages. If, after all appeals have been exhausted, the existing verdict stands and is enforceable, Adobe would be responsible for approximately \$15 million of the judgment. In August 2006, we entered into a settlement agreement with CCC, which did not have a material effect on our financial statements.

From time to time, in addition to those identified above, Adobe is subject to legal proceedings, claims, investigations and proceedings in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment and other matters. In accordance with U.S. generally accepted accounting principles, Adobe makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. However, we believe that we have valid defenses with respect to the legal matters pending against Adobe. It is possible, nevertheless, that our consolidated financial position, cash flows or results of operations could be affected by the resolution of one or more of such contingencies.

Note 12. Financial Instruments

In accordance with Statement of Financial Accounting Standards No. 133 (“SFAS 133”), “Accounting for Derivative Instruments and Hedging Activities” we recognize derivative instruments and hedging activities as either assets or liabilities on the balance sheet and measure them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting.

Economic Hedging – Hedges of Forecasted Transactions

We use foreign exchange option contracts to hedge certain operational (“cash flow”) exposures resulting from changes in foreign currency exchange rates. Such cash flow exposures result from portions of our forecasted revenues denominated in currencies other than the U.S. dollar, primarily the Japanese yen and the Euro. These foreign exchange contracts, carried at fair value, may have maturities between one and twelve months. The maximum original duration of any option contract is twelve months. We enter into these foreign exchange contracts to hedge forecasted product licensing revenue in the normal course of business, and accordingly, they are not speculative in nature.

To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. We record changes in the intrinsic value of these cash flow hedges in accumulated other comprehensive income (loss) until the forecasted transaction occurs.

The following is a summary of the existing gains that are currently included in accumulated other comprehensive income. These amounts represent the fair value of our cash flow hedge contracts that were still open as of the periods below.

Gain (Loss) on Hedges of Forecasted Transactions:

Balance Sheet	Other Comprehensive Income (Loss)	
	September 1, 2006	December 2, 2005
Recognized but Unrealized – Open Transactions:		
Net unrealized gain remaining in other accumulated comprehensive income.....	\$ 1,903	\$ 5,317

When the forecasted transaction occurs, we reclassify the related gain or loss on the cash flow hedge to revenue. In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, the related hedge gains and losses on the cash flow hedge are reclassified from accumulated other comprehensive income (loss) to interest and other income (loss) on the consolidated statement of income at that time. For the three and nine months ended September 1, 2006 and September 2, 2005, there were no such gains or losses recognized in other income relating to hedges of forecasted transactions that did not occur.

Pursuant to SFAS 133, we evaluate hedge effectiveness prospectively and retrospectively and record any ineffective portion of the hedging instruments in other income (loss) on the consolidated income statement. The net gain (loss) recognized in other income for cash flow hedges due to hedge ineffectiveness was insignificant for the three and nine months ended September 1, 2006 and September 2, 2005. The time value of purchased derivative instruments is recorded in other income (loss).

A summary of the amounts included on the consolidated income statement due to occurrence of the hedged transaction and or time value degradation on open hedge transactions is as follows:

Income Statement	Three Months Ended			
	September 1, 2006		September 2, 2005	
	Revenue	Other Income (Loss)	Revenue	Other Income (Loss)
Gain (loss) on completed hedge transactions:				
Net realized gain reclassified from other accumulated comprehensive income to revenue				
	\$ 210	\$ —	\$ 5,351	\$ —
Net realized loss from the cost of purchased options				
	—	(2,706)	—	(1,061)
Gain on open hedge transactions:				
Net unrealized gain from time value degradation on open cash flow hedge transactions				
	—	1,046	—	233
	<u>\$ 210</u>	<u>\$ (1,660)</u>	<u>\$ 5,351</u>	<u>\$ (828)</u>
Nine Months Ended				
	September 1, 2006		September 2, 2005	
	Revenue	Other Income (Loss)	Revenue	Other Income (Loss)
Gain (loss) on completed hedge transactions:				
Net realized gain reclassified from other accumulated comprehensive income to revenue				
	\$ 3,301	\$ —	\$ 5,351	\$ —
Net realized loss from the cost of purchased options				
	—	(6,419)	—	(5,567)
Gain (loss) on open hedge transactions:				
Net unrealized gain (loss) from time value degradation on open cash flow hedge transactions				
	—	(1,800)	—	2,915
	<u>\$ 3,301</u>	<u>\$ (8,219)</u>	<u>\$ 5,351</u>	<u>\$ (2,652)</u>

Balance Sheet Hedging - Hedging of Foreign Currency Assets and Liabilities

We hedge our net recognized foreign currency assets and liabilities with forward foreign exchange contracts to reduce the risk that our earnings and cash flows will be adversely affected by changes in foreign currency exchange rates. These derivative instruments hedge assets and liabilities that are denominated in foreign currencies and are carried at fair value with changes in the fair value recorded as other income (loss). These derivative instruments do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on these derivatives are intended to offset gains and losses on the assets and liabilities being hedged. At September 1, 2006, the outstanding balance sheet hedging derivatives had maturities of 90 days or less.

Net gains (losses) recognized in other income (loss) relating to balance sheet hedging for the three and nine months ended September 1, 2006 and September 2, 2005 were as follows:

	Three Months		Nine Months	
	2006	2005	2006	2005
Gain (loss) on foreign currency assets and liabilities:				
Net realized gain (loss) recognized in other income (loss)	\$ (44)	\$ 19	\$ 9,864	\$ (5,434)
Net unrealized gain (loss) recognized in other income (loss)	(1,932)	1,280	44	(1,099)
	(1,976)	1,299	9,908	(6,533)
Gain (loss) on hedges of foreign currency assets and liabilities:				
Net realized gain (loss) recognized in other income (loss)	(713)	3,956	(5,454)	6,521
Net unrealized gain (loss) recognized in other income (loss)	3,683	(4,281)	(1,778)	1,860
	2,970	(325)	(7,232)	8,381
Net gain recognized in other income	\$ 994	\$ 974	\$ 2,676	\$ 1,848

Note 13. Industry Segments

Coinciding with the integration of Macromedia and the start of fiscal 2006, we changed the reporting of our principal business segments to be aligned with our market opportunities and how we manage our combined businesses. For comparability, the prior fiscal period's results have been reclassified to reflect the realignment of the business segments.

We have five reportable segments: Creative Solutions, Knowledge Worker Solutions, Enterprise and Developer Solutions, Mobile and Device Solutions, and Other. Our Creative Solutions segment focuses on delivering a complete professional line of integrated tools for a full range of creative and developer tasks to an extended set of customers. This segment combines most of the products of our prior Creative Professional and Digital Imaging and Video business segments, along with the creative professional-focused products and solutions that we obtained through our acquisition of Macromedia. The Knowledge Worker Solutions segment focuses on the needs of knowledge worker customers, providing essential applications and services to help them share information and collaborate. This segment contains revenue generated by Adobe Acrobat Connect and our Acrobat family of products. Our Enterprise segment provides server-based enterprise interaction solutions that automate people-centric processes. The segment contains revenue generated by our LiveCycle, ColdFusion and Flex lines of products. The Mobile and Device Solutions segment provides solutions that create compelling experiences through rich content, user interfaces, and data services on mobile and non-PC devices such as cellular phones, consumer devices and internet connected hand-held devices. Finally, our Other segment contains several of our products and services which address market opportunities ranging from the diverse publishing needs of technical and business publishing, to our legacy type and OEM printing businesses, to new strategic opportunities such as OEM revenue generated from our desktop Adobe Engagement Platform – which includes Adobe Reader and Macromedia Flash Player applications.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. With the exception of goodwill, we do not identify or allocate our assets by operating segments. See Note 3 for the allocation of goodwill to our reportable segments.

	Creative Solutions	Knowledge Worker Solutions	Enterprise and Developer Solutions	Mobile and Device Solutions	Other	Total
Three Months ended September 1, 2006						
Revenue	\$ 328,071	\$ 154,092	\$ 49,361	\$ 9,144	\$ 61,523	\$ 602,191
Cost of revenue	30,310	9,298	16,918	5,610	7,343	69,479
Gross profit	<u>\$ 297,761</u>	<u>\$ 144,794</u>	<u>\$ 32,443</u>	<u>\$ 3,534</u>	<u>\$ 54,180</u>	<u>\$ 532,712</u>
Gross profit as a percentage of revenues	91%	94%	66%	39%	88%	88%

Three Months ended September 2, 2005

Revenue	\$ 290,876	\$ 135,781	\$ 30,087	\$ —	\$ 30,295	\$ 487,039
Cost of revenue	14,397	4,830	6,033	—	2,220	27,480
Gross profit	<u>\$ 276,479</u>	<u>\$ 130,951</u>	<u>\$ 24,054</u>	<u>\$ —</u>	<u>\$ 28,075</u>	<u>\$ 459,559</u>
Gross profit as a percentage of revenues	95%	96%	80%	—	93%	94%

	Creative Solutions	Knowledge Worker Solutions	Enterprise and Developer Solutions	Mobile and Device Solutions	Other	Total
Nine Months ended September 1, 2006						
Revenue	\$ 1,064,951	\$ 485,890	\$ 137,203	\$ 25,626	\$ 179,455	\$ 1,893,125
Cost of revenue	98,632	27,040	49,704	15,749	21,707	212,832
Gross profit	<u>\$ 966,319</u>	<u>\$ 458,850</u>	<u>\$ 87,499</u>	<u>\$ 9,877</u>	<u>\$ 157,748</u>	<u>\$ 1,680,293</u>
Gross profit as a percentage of revenues	91%	94%	64%	39%	88%	89%

Nine Months Ended September 2, 2005

Revenue	\$ 834,358	\$ 446,856	\$ 80,053	\$ —	\$ 94,683	\$ 1,455,950
Cost of revenue	39,993	17,109	17,639	—	7,142	81,883
Gross profit	<u>\$ 794,365</u>	<u>\$ 429,747</u>	<u>\$ 62,414</u>	<u>\$ —</u>	<u>\$ 87,541</u>	<u>\$ 1,374,067</u>
Gross profit as a percentage of revenues	95%	96%	78%	—	92%	94%

A reconciliation of the totals reported for the operating segments to the applicable line items in the condensed consolidated financial statements for the three and nine month periods ended September 1, 2006 and September 2, 2005 is as follows:

	Three Months		Nine Months	
	2006	2005	2006	2005
Total gross profit from operating segments above	\$ 532,712	\$ 459,559	\$ 1,680,293	\$ 1,374,067
Total operating expenses (*)	422,679	275,971	1,292,372	837,563
Total operating income	110,033	183,588	387,921	536,504
Non-operating income	12,979	10,376	43,845	22,053
Income before income taxes	<u>\$ 123,012</u>	<u>\$ 193,964</u>	<u>\$ 431,766</u>	<u>\$ 558,557</u>

* Total operating expenses comprise research and development, sales and marketing and general and administrative. For fiscal 2006, operating expenses also include restructuring and other charges and amortization of purchased intangibles.

Note 14. Subsequent Event

In September 2006, we completed the sale of our minority equity investment in Atom Entertainment, Inc. As a result of the sale, we will receive a total cash payment of approximately \$91.2 million, of which \$82.3 million was paid at closing and \$8.9 million is being held in escrow for 18 months. As of September 1, 2006 our carrying value in Atom Entertainment was \$13.2 million. We are currently assessing the tax impact on our financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion (presented in millions, except share and per share amounts, and is unaudited) should be read in conjunction with the condensed consolidated financial statements and notes thereto.

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements, including statements regarding product plans, future growth and market opportunities, which involve risks and uncertainties that could cause actual results to differ materially. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors" in Part II, Item 1A. You should carefully review the risks described herein and in other documents we file from time to time with the Securities and Exchange Commission, including the Annual Report on Form 10-K for fiscal 2005 and the other Quarterly Reports on Form 10-Q filed by us in fiscal 2006. When used in this report, the words "expects," "could," "would," "may," "anticipates," "intends," "plans," "believes," "seeks," "targets," "estimates," "looks for," "looks to," and similar expressions, as well as statements regarding our focus for the future, are generally intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

ACQUISITION OF MACROMEDIA

On December 3, 2005, we completed the acquisition of Macromedia for approximately \$3.5 billion. We expect the acquisition to have a significant impact on our consolidated financial position, results of operations and cash flows. We expect our revenues, cost of revenues and operating expenses to increase in the future, but we also anticipate cost saving synergies. In addition, we expect to incur estimated restructuring charges of \$20 million to \$25 million in the current fiscal year, of which \$20.2 million has been incurred to date. Coinciding with the integration of Macromedia and the start of our 2006 fiscal year, we changed the reporting of our principal business segments to be aligned with our market opportunities and how we manage our various businesses. The discussions in this section of the Quarterly Report on Form 10-Q, as well as the financial statements contained herein, reflect the impact of the acquisition. See Note 2 for further information regarding this acquisition.

BUSINESS OVERVIEW

Founded in 1982, Adobe Systems Incorporated is one of the largest and most diversified software companies in the world. We offer a line of creative, business and mobile software and services used by high-end consumers, creative professionals, designers, knowledge workers, OEM partners, developers and enterprises for creating, managing, delivering and engaging with compelling content and experiences across multiple operating systems, devices and media. We distribute our products through a network of distributors and dealers, VARs, systems integrators, ISVs and OEMs; direct to end users; and through our own Web site at www.adobe.com. We also license our technology to major hardware manufacturers, software developers and service providers and we offer integrated software solutions to businesses of all sizes. We have operations in the Americas, EMEA and Asia. Our software runs on Microsoft Windows, Apple OS, Linux, UNIX and various non-personal computer platforms, depending on the product.

We maintain executive offices and principal facilities at 345 Park Avenue, San Jose, California 95110-2704. Our telephone number is 408-536-6000. We maintain a Web site at www.adobe.com. Investors can obtain copies of our SEC filings from this site free of charge, as well as from the SEC Web site at www.sec.gov.

CRITICAL ACCOUNTING ESTIMATES

In preparing our consolidated financial statements, we make assumptions, judgments and estimates that can have a significant impact on amounts reported in our consolidated financial statements. We base our assumptions, judgments and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. On a regular basis we evaluate our assumptions, judgments and estimates and make changes accordingly. We also discuss our critical accounting estimates with the Audit Committee of the Board of Directors. We believe that the assumptions, judgments and estimates involved in the accounting for revenue recognition, stock-based compensation, goodwill and income taxes have the greatest potential impact on our consolidated financial statements. These areas are key components of our results of operations and are based on complex rules which require us to make judgments and estimates, so we consider these to be our critical accounting policies. We discuss below the critical accounting estimates associated with these policies. Historically, our assumptions, judgments and estimates relative to our critical accounting policies have not differed materially from actual results. For further information on our critical accounting policies, see Note 1 of our Notes to Condensed Consolidated Financial Statements.

Revenue Recognition

We recognize revenue in accordance with current U.S. generally accepted accounting principles that have been prescribed for the software industry. Revenue recognition requirements in the software industry are very complex and are subject to change. In applying our revenue recognition policy we must determine which portions of our revenue are recognized currently and which portions, if any, must be deferred. In order to determine current and deferred revenue, we make judgments and estimates with regard to future deliverable products and services and the appropriate pricing for those products and services. Our assumptions and judgments regarding future products and services could differ from actual events, thus materially impacting our financial position and results of operations.

We have to estimate provisions for returns which are recorded against our revenues. In determining our estimate for returns, and in accordance with our internal policy regarding global channel inventory which is used to determine the level of product held by our distributors on which we have recognized revenue, we rely upon historical data, the estimated amount of product inventory in our distribution channel, the rate at which our product sells through to the end user, product plans and other factors. Our estimated provisions for returns can vary from what actually occurs. More or less product may be returned from what was estimated. The amount of inventory in the channel could be different than what is estimated. Our estimate of the rate of sell through for product in the channel could be different than what actually occurs. There could be a delay in the release of our products. These factors and unanticipated changes in the economic and industry environment could make our return estimates differ from actual returns, thus materially impacting our financial position and results of operations.

Stock-based Compensation

We adopted the provisions of, and account for stock-based compensation in accordance with, SFAS 123R during the first quarter of fiscal 2006. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period.

We currently use the Black-Scholes option pricing model to determine the fair value of stock options and employee stock purchase plan shares. The determination of the fair value of stock-based payment

awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends.

We estimate the expected term of options granted by calculating the average term from our historical stock option exercise experience. We estimate the volatility of our common stock by using implied volatility in market traded options in accordance with SAB 107. Our decision to use implied volatility was based upon the availability of actively traded options on our common stock and our assessment that implied volatility is more representative of future stock price trends than historical volatility. We base the risk-free interest rate that we use in the option pricing model on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options. We do not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option pricing model. We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. All share based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

If factors change and we employ different assumptions for estimating stock-based compensation expense in future periods or if we decide to use a different valuation model, the future periods may differ significantly from what we have recorded in the current period and could materially affect our operating income, net income and net income per share.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, characteristics not present in our option grants and employee stock purchase plan shares. Existing valuation models, including the Black-Scholes and lattice binomial models, may not provide reliable measures of the fair values of our stock-based compensation. Consequently, there is a risk that our estimates of the fair values of our stock-based compensation awards on the grant dates may bear little resemblance to the actual values realized upon the exercise, expiration, early termination or forfeiture of those stock-based payments in the future. Certain stock-based payments, such as employee stock options, may expire worthless or otherwise result in zero intrinsic value as compared to the fair values originally estimated on the grant date and reported in our financial statements. Alternatively, value may be realized from these instruments that are significantly higher than the fair values originally estimated on the grant date and reported in our financial statements. There currently is no market-based mechanism or other practical application to verify the reliability and accuracy of the estimates stemming from these valuation models, nor is there a means to compare and adjust the estimates to actual values.

The guidance in SFAS 123R and SAB 107 is relatively new. The application of these principles may be subject to further interpretation and refinement over time. There are significant differences among valuation models, and there is a possibility that we will adopt different valuation models in the future. This may result in a lack of consistency in future periods and materially affect the fair value estimate of stock-based payments. It may also result in a lack of comparability with other companies that use different models, methods and assumptions.

See Note 6 for further information regarding the SFAS 123R disclosures.

We have just concluded a voluntary review of our stock option granting practices covering the period from 1997 to 2006. Our review earlier this year of executive officer grants uncovered no improper grants to our executive officers. Following this management review, in the fourth quarter of this year, our Board of Directors formed a Special Committee of outside Directors to undertake a broader review of annual non-executive employee option grants. The Special Committee enlisted the assistance of independent legal counsel and an independent accounting firm. The Special Committee uncovered no fraud or intentional wrongdoing. The Special Committee did find certain instances relating to grants made to employees where the list of employees and/or shares allocated to them was not sufficiently definitive for the grant to be

deemed final as of the reported grant date. In other instances, the Special Committee found that adjustments were made to some employee grants after the grant date without a corresponding change to the measurement date. We believe the impact of these instances to be immaterial for each prior year as well as in the aggregate to our expected current fiscal year 2006 results.

On September 13, 2006, the SEC issued Staff Accounting Bulletin No. 108 (“SAB 108”) “Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements.” SAB 108 is effective for fiscal years ending on or after November 15, 2006, with earlier adoption encouraged. The primary concepts set forth in SAB 108 are as follows:

- Registrants should quantify errors using both the “rollover” approach (current year statement of operations effect) and “iron curtain” approach (year end balance sheet effect) and evaluate whether either approach results in quantifying a misstatement that, when all relevant quantitative and qualitative factors are considered, is material.
- If correcting the item in the current year materially affects the current year but the item was not material in any prior year, “the prior year financial statements should be corrected, even though such revision previously was and continues to be immaterial to the prior year financial statements.” However, in this circumstance, correcting prior year financial statements for immaterial errors does not require amending previously filed financial statements. The correction can be made the next time the prior year financial statements are filed.
- For purposes of evaluating materiality under the “iron curtain” approach, all uncorrected errors on the balance sheet are presumed to be reversed into the statement of operations in the current period even though some or all of the uncorrected difference may relate to periods prior to the latest statement of operations presented and, therefore, would only impact opening accumulated earnings (deficit). If the amount of the uncorrected difference(s) is determined to be material to the current period statement of operations, then such amount would be deemed material and would have to be corrected for in the manner set forth above.

SAB 108 provides for the following transition guidance in the initial period of adoption:

- Restatement of prior years is not required if the registrant properly applied its previous approach, either “rollover” or “iron curtain” approach, so long as all relevant qualitative factors were considered.
- The SEC Staff will not object if a registrant records a one-time cumulative effect adjustment to correct errors existing in prior years that previously had been considered immaterial, quantitatively and qualitatively, based on the appropriate use of the registrant’s previous approach.
- If prior years are not restated, the cumulative effect adjustment is recorded in opening accumulated earnings (deficit) as of the beginning of the fiscal year of adoption (e.g. January 1, 2006 for a calendar year company).
- At transition, registrants electing not to restate prior periods are required to disclose “the nature and amount of each individual error being corrected for in the cumulative adjustment. The disclosure should also include when and how each error being corrected arose and the fact that the errors had previously been considered immaterial.”

Historically, we have evaluated uncorrected differences utilizing the “rollover” approach. We are currently evaluating the potential impacts of adopting SAB 108. Although we believe our prior period assessments of uncorrected differences utilizing the “rollover” approach and the conclusions reached regarding its quantitative and qualitative assessments of such uncorrected differences were appropriate, we expect that, due to the analysis required in SAB 108, certain historical uncorrected differences related to

stock-based compensation, as noted above, will be corrected for as a cumulative effect adjustment to the opening retained earnings balance as of December 3, 2005.

We have not yet determined the adjustments to the financial statements that will be necessary as a result of the implementation of SAB 108. However, we estimate that the expected net reduction to the opening retained earnings balance as of December 3, 2005, will be approximately \$25 – \$30 million. We are continuing to evaluate the impact of adopting SAB 108 and, as a result, the actual reduction to the opening retained earnings balance as of December 3, 2005 could be different than the \$25 – \$30 million estimate.

Goodwill Impairment

We perform goodwill impairment tests for each reporting unit on an annual basis, during the second quarter of our fiscal year, or more frequently, if facts and circumstances warrant a review. We make judgments about goodwill whenever events or changes in circumstances indicate that an impairment in the value of goodwill recorded on our balance sheet may exist. The timing of an impairment test may result in charges to our statements of income in our current reporting period that could not have been reasonably foreseen in prior periods. In order to estimate the fair value of goodwill, we typically make various assumptions about the future prospects for the reporting unit that the asset relates to, consider market factors specific to that reporting unit and estimate future cash flows to be generated by that reporting unit. Based on these assumptions and estimates, we determine whether we need to record an impairment charge to reduce the value of the asset carried on our balance sheet to its estimated fair value. Assumptions and estimates about future values are complex and often subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, different assumptions and estimates could materially affect our reported financial results. More conservative assumptions of the anticipated future benefits from these reporting units could result in impairment charges, which would decrease net income and result in lower asset values on our balance sheet. Conversely, less conservative assumptions could result in smaller or no impairment charges, higher net income and higher asset values.

Accounting for Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Management must make assumptions, judgments and estimates to determine our current provision for income taxes and also our deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset.

Our judgments, assumptions and estimates relative to the current provision for income tax take into account current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. We are currently under examination by the Internal Revenue Service for our fiscal 2001, 2002 and 2003 tax returns, primarily related to our intercompany transfer pricing. Although we believe our judgments, assumptions and estimates are reasonable, changes in tax laws or our interpretation of tax laws and the resolution of the current and any future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements.

Our assumptions, judgments and estimates relative to the value of a deferred tax asset take into account predictions of the amount and category of future taxable income, such as income from operations or capital gains income. Actual operating results and the underlying amount and category of income in future years could render our current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate. Any of the assumptions, judgments and estimates mentioned above could cause our actual income tax obligations to differ from our estimates, thus materially impacting our financial position and results of

operations.

RESULTS OF OPERATIONS

Overview of the Three and Nine Months Ended September 1, 2006

During the third quarter of fiscal 2006, we continued to focus on driving revenue growth and increasing market share of our products through the continued delivery of comprehensive software solutions that meet the evolving needs of our customers.

In our Creative Solutions business segment, despite normal seasonal weakness that we experience in our third quarter, we achieved solid revenue results that were in line with our expectations. These expectations factored in a continued weakness in our creative business as it relates to existing customers deciding to delay upgrades of older versions of their software in anticipation of future releases. Helping our creative business performance was continued strong performance with our InDesign product, as well as strong year-over-year growth with our digital video related products.

In our Knowledge Worker Solutions business segment, revenue from the Acrobat family of products remained solid during the third quarter, which is the quarter preceding the pending launch of the next major version of Acrobat.

Our Enterprise and Developer Solutions business segment achieved strong sequential and year-over-year results, driven by record revenue for our LiveCycle family of enterprise server products.

Our Mobile and Device business segment achieved sequential quarter-over-quarter growth; and our Other business segment achieved solid results.

We continue to focus on delivering innovative products and solutions for our customers. Our success could be limited by several factors, including the timely release of new products, continued market acceptance of our products, and the introduction of new products by existing or new competitors. For a further discussion of these and other risk factors, see Part II, Item IA, "Risk Factors."

Revenue for the Three and Nine Months Ended September 1, 2006 and September 2, 2005

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Product.....	\$ 579.2	\$ 476.0	22%	\$ 1,830.9	\$ 1,424.9	28%
Percentage of total revenues	96%	98%		97%	98%	
Services and support.....	23.0	11.0	109%	62.2	31.1	100%
Percentage of total revenues	4%	2%		3%	2%	
Total revenues.....	<u>\$ 602.2</u>	<u>\$ 487.0</u>		<u>\$ 1,893.1</u>	<u>\$ 1,456.0</u>	

As noted in our Annual Report on Form 10-K for our fiscal 2005, we changed the reporting of our principal business segments to be aligned with our market opportunities and how we manage our various businesses. For comparability, the prior fiscal period's results have only been reclassified to reflect the realignment of the business segments and do not include Macromedia's revenue for fiscal 2005.

We have five reportable segments as described in Note 13 of our Notes to Condensed Consolidated Financial Statements.

Our services and support revenue is composed of consulting, training, and maintenance and support, primarily related to the licensing of our Enterprise and Developer Solutions products. Our support revenue also includes technical support and developer support to partners and developer organizations related to our desktop products. Our consulting revenue is recognized using the proportionate performance method and is

measured monthly based on input measures, such as on hours incurred to date compared to total estimated hours to complete, with consideration given to output measures, such as contract milestones, when applicable. Our maintenance and support offerings, which entitle customers to receive product upgrades and enhancements or technical support, depending on the offering, is recognized ratably over the term of the arrangement.

Segment revenues

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Creative Solutions	\$ 328.1	\$ 290.9	13%	\$ 1,065.0	\$ 834.3	28%
Percentage of total revenues	55%	60%		56%	57%	
Knowledge Worker Solutions	154.1	135.7	13%	485.9	446.9	9%
Percentage of total revenues	26%	28%		26%	31%	
Enterprise and Developer Solutions	49.4	30.1	64%	137.2	80.1	71%
Percentage of total revenues	8%	6%		7%	6%	
Mobile and Device Solutions	9.1	—	*%	25.5	—	*%
Percentage of total revenues	2%	—		1%	—	
Other	61.5	30.3	103%	179.5	94.7	90%
Percentage of total revenues	10%	6%		9%	6%	
Total revenues	<u>\$ 602.2</u>	<u>\$ 487.0</u>		<u>\$ 1,893.1</u>	<u>\$ 1,456.0</u>	

*Percentage is not meaningful.

Revenue from our Creative Solutions segment increased during the three and nine months ended September 1, 2006 as compared to the three and nine months ended September 2, 2005 primarily due to the addition of new products related to the acquisition of Macromedia. We had an approximately 39% and 47% increase in revenues respectively, from our Digital Video software products due to the release of the Adobe Production Studio and the new versions of our video products. Revenue also increased 11% for the nine months ended September 1, 2006, in our creative products due to continued growth in revenue from our Adobe Creative Suites product and the introduction of new software bundles. These increases were partially offset by a decrease in revenues of 3% and 6% respectively, for the three and nine months ended September 1, 2006, from our Digital Imaging software products due to product lifecycle timing. Additionally, for the three months ended September 1, 2006, revenue from our Creative Professional software products decreased 10% due to product lifecycle timing.

Revenue from our Knowledge Worker Solutions segment increased during the three and nine months ended September 1, 2006 as compared to the three and nine months ended September 2, 2005 primarily due to the addition of new products related to the acquisition of Macromedia. There were no notable decreases for the three and nine months ended September 1, 2006.

Revenue from our Enterprise and Developer Solutions segment increased during the three and nine months ended September 1, 2006 as compared to the three and nine months ended September 2, 2005 primarily due to the addition of new products related to the acquisition of Macromedia. Revenue from this segment also grew due to increases in revenue from our LiveCycle products of 16% and 26% as a result of increased licensing and server support revenue, as we continue to focus on both the government sector and financial services. There were no notable decreases for the three and nine months ended September 1, 2006.

Revenue from our Mobile and Device Solutions segment increased during the three and nine months ended September 1, 2006 as compared to the three and nine months ended September 2, 2005, wholly due to the addition of new products related to the acquisition of Macromedia.

Revenue from our Other segment increased during the three and nine months ended September 1, 2006 as compared to the three and nine months ended September 2, 2005, primarily due to increased revenue

from PostScript licensing and to the addition of new products related to the acquisition of Macromedia. There were no notable decreases for the three and nine months ended September 1, 2006.

Geographical Information

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Americas.....	\$ 310.3	\$ 228.3	36%	\$ 929.9	\$ 688.7	35%
Percentage of total revenues	52%	47%		49%	47%	
EMEA.....	165.4	153.0	8%	553.7	448.6	23%
Percentage of total revenues	27%	31%		29%	31%	
Asia	126.5	105.7	20%	409.5	318.7	28%
Percentage of total revenues	21%	22%		22%	22%	
Total revenues	<u>\$ 602.2</u>	<u>\$ 487.0</u>		<u>\$ 1,893.1</u>	<u>\$ 1,456.0</u>	

Overall revenues in each of the geographic segments for the three and nine months ended September 1, 2006 increased comparatively to the three and nine months ended September 2, 2005 primarily due to the acquisition of Macromedia.

Revenue in the Americas increased during the three and nine months ended September 1, 2006 due to the strength of our Creative Solutions, Enterprise Solutions, Knowledge Worker Solutions and Other segments.

Revenue in EMEA increased during the three months ended September 1, 2006 due to the strength of our Other segment. Revenue in EMEA increased during the nine months ended September 1, 2006 due to the strength of our Creative Solutions, Enterprise Solutions, and Other segments.

Revenue in Asia increased during the three months ended September 1, 2006 due to the strength of our Creative Solution, Mobile and Device Solutions, and Other segments. Revenue in Asia increased during the nine months ended September 1, 2006 due to the strength of our Creative Solutions, Enterprise Solutions, Mobile and Device Solutions, and Other segments.

Additionally, revenues in EMEA and Asia measured in US dollars decreased approximately \$1.8 million and \$41.6 million during the three and nine months ended September 1, 2006, respectively, over the same reporting periods last year due to the strength of the dollar over the euro and the yen.

Inventory Information

At the end of the third quarter of fiscal 2006 our distributor inventory position was within our global inventory policy which allows up to an estimated 4.5 weeks of anticipated product supply at our distributors.

With regard to our product backlog, our experience is that the actual amount of backlog at any particular time may not be a meaningful indicator of future business prospects. For example, prior to the finalization and release of new products, we may have significant levels of orders for new product releases. Our backlog of unfulfilled orders at the end of the third quarter of fiscal 2006, other than those associated with new product releases, those pending credit review and those not shipped due to the application of our global distributor inventory policy, was an insignificant percentage of third quarter fiscal 2006 revenue. The comparable backlog at the end of the second quarter of fiscal 2006 was also an insignificant percentage of second quarter fiscal 2006 revenue.

Cost of Revenue for the Three and Nine Months Ended September 1, 2006 and September 2, 2005

	Three Months		Percent Change	Nine Months		Percent Change
	2006	2005		2006	2005	
Product	\$ 53.3	\$ 21.6	147%	\$ 165.4	\$ 65.2	154%
Percentage of total revenues	9%	4%		9%	5%	
Services and support	16.2	5.9	175%	47.4	16.7	185%
Percentage of total revenues	3%	1%		3%	1%	
Total cost of revenues	<u>\$ 69.5</u>	<u>\$ 27.5</u>		<u>\$ 212.8</u>	<u>\$ 81.9</u>	

Cost of product revenue includes product packaging, third-party royalties, excess and obsolete inventory, amortization related to localization costs and acquired technologies and the costs associated with the manufacturing of our products.

Cost of product revenue fluctuated primarily due to the acquisition of Macromedia in the following areas:

	% Change 2006 to 2005 QTD	% Change 2006 to 2005 YTD
	Increased amortization of purchased technology	155 %
Decreased localization costs related to our product launches	(12)	—
Increased royalties for licensed technologies	3	1
Decreased excess and obsolete inventory	(1)	(4)
Increased material costs due to product mix	—	2
Various individually insignificant items	2	1
Total change	<u>147 %</u>	<u>154 %</u>

Cost of services and support revenue is composed primarily of employee-related costs and related costs incurred to provide consulting services, training and product support.

Cost of services and support revenue increased during the three and nine months ended September 1, 2006 as compared to the three and nine months ended September 2, 2005, due to compensation and related benefits and travel expenses as a result of higher headcount related to increases in services and support activities. Included in compensation costs for the three and nine months ended September 1, 2006 are compensation and related benefits, including amortization of deferred compensation, for former Macromedia employees and stock-based compensation costs as a result of adopting SFAS 123R at the beginning of fiscal 2006. Cost of services and support revenue also increased due to costs associated with our Expert Support program.

Operating Expenses for the Three and Nine Months Ended September 1, 2006 and September 2, 2005

	Three Months		Percent Change	Nine Months		Percent Change
	2006	2005		2006	2005	
Research and development	\$ 130.4	\$ 94.6	38%	\$ 401.3	\$ 270.7	48%
Percentage of total revenues	22%	19%		21%	19%	

Research and development expenses consist primarily of salary and benefit expenses for software developers, contracted development efforts, related facilities costs and expenses associated with computer equipment used in software development.

Research and development expenses fluctuated due to the following:

	<u>% Change 2006 to 2005 QTD</u>	<u>% Change 2006 to 2005 YTD</u>
Increased compensation and related benefits associated with headcount growth related to the Macromedia acquisition, higher incentive compensation, amortization of deferred stock compensation related to the acquisition of Macromedia and stock-based compensation costs as a result of adopting SFAS 123R at the beginning of fiscal 2006	30%	36%
Increased facility costs related to acquisition of Macromedia	4	5
Increased costs related to purchase of incomplete technology.....	—	3
Various individually insignificant items	4	4
Total change	<u>38%</u>	<u>48%</u>

We believe that investments in research and development, including the recruiting and hiring of software developers, are critical to remain competitive in the marketplace and are directly related to continued timely development of new and enhanced products. We will continue to focus on long-term opportunities available in our end markets and make significant investments in the development of our desktop application and server-based software products.

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Sales and marketing.....	\$ 217.2	\$ 143.7	51%	\$ 641.4	\$ 446.1	44%
Percentage of total revenues.....	36%	30%		34%	31%	

Sales and marketing expenses primarily include salary and benefit expenses, sales commissions, travel expenses and related facilities costs for our sales, marketing, order management and global supply chain management personnel. Sales and marketing expenses also include the costs of programs aimed at increasing revenue, such as advertising, trade shows, public relations and other market development programs.

Sales and marketing expenses fluctuated due to the following:

	<u>% Change 2006 to 2005 QTD</u>	<u>% Change 2006 to 2005 YTD</u>
Increased compensation and related benefits associated with headcount growth related to the Macromedia acquisition, higher incentive compensation, amortization of deferred stock compensation related to the acquisition of Macromedia and stock-based compensation costs as a result of adopting SFAS 123R at the beginning of fiscal 2006	39 %	34%
Increased contractor costs.....	3	3
Increased professional fees.....	3	3
Increased facility costs related to acquisition of Macromedia	3	3
Increased marketing spending related to product launches and overall marketing efforts to further increase revenues	1	1
Various individually insignificant items	2	—
Total change	<u>51%</u>	<u>44%</u>

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
General and administrative.....	\$ 57.3	\$ 37.6	52%	\$ 177.3	\$ 120.8	47%
Percentage of total revenues.....	10%	8%		9%	8%	

General and administrative expenses consist primarily of compensation and benefit expenses, travel expenses, and related facilities costs for our finance, facilities, human resources, legal, information services and executive personnel. General and administrative expenses also include outside legal and accounting fees, provision for bad debts, expenses associated with computer equipment and software used in the administration of the business, charitable contributions, and various forms of insurance.

General and administrative expenses fluctuated due to the following:

	<u>% Change 2006 to 2005 QTD</u>	<u>% Change 2006 to 2005 YTD</u>
	Increased compensation and related benefits associated with headcount growth related to the Macromedia acquisition, higher incentive compensation, amortization of deferred stock compensation related to the acquisition of Macromedia and stock-based compensation costs as a result of adopting SFAS 123R at the beginning of fiscal 2006	20%
Increased charitable contributions	10	1
Increased legal costs	9	5
Increased contractor costs.....	4	5
Increased depreciation and amortization	5	5
Increased repairs and maintenance	3	3
Increased provision for bad debt.....	—	1
Various individually insignificant items	1	5
Total change	<u>52%</u>	<u>47%</u>

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Restructuring and other charges .	\$ —	\$ —	*%	\$ 20.2	\$ —	*%
Percentage of total revenues ...	*%	— %		1%	— %	

*Percentage is not meaningful.

In the first quarter of fiscal 2006, pursuant to Board of Directors' approval, we implemented a restructuring plan to eliminate 313 positions, held by Adobe employees worldwide and which impacted all functional areas. As of September 1, 2006, the majority of the reduction in force had taken place. The restructuring plan, which is estimated to be completed in the first quarter of fiscal 2007, will also include costs related to the world-wide consolidation of facilities, the cancellation of certain contracts and the write-off of fixed assets located at facilities that will be vacated. During the nine months ended September 1, 2006, the total restructuring charges of \$20.2 million included severance and related charges associated with the reduction in force and costs related to the closure of duplicative facilities and the cancellation of certain contracts. The total restructuring charges are estimated to be between \$20 and \$25 million, with nearly all of the expense recorded in fiscal 2006.

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Amortization of purchased intangibles.....	\$ 17.7	\$ —	*%	\$ 52.1	\$ —	*%
Percentage of total revenues...	3%	— %		3%	— %	

*Percentage is not meaningful.

As a result of acquiring Macromedia, we acquired purchased intangibles which will be amortized over their estimated useful lives of two to four years. See Note 3 of Notes to Condensed Consolidated Financial Statements for further information regarding these purchased intangibles.

Non-operating Income for the Three and Nine Months Ended September 1, 2006 and September 2, 2005

	<u>Three Months</u>		<u>Percent Change</u>	<u>Nine Months</u>		<u>Percent Change</u>
	<u>2006</u>	<u>2005</u>		<u>2006</u>	<u>2005</u>	
Investment loss, net.....	\$ (5.1)	\$ (2.0)	155%	\$ (3.7)	\$ (6.3)	(41) %
Percentage of total revenues.....	*%	*%		*%	*%	
Interest and other income, net.....	18.1	12.4	46%	47.5	28.4	68 %
Percentage of total revenues.....	3%	3 %		3%	2%	
Total non-operating income.....	<u>\$ 13.0</u>	<u>\$ 10.4</u>		<u>\$ 43.8</u>	<u>\$ 22.1</u>	

* Percentage is not meaningful.

Investment Loss

Investment loss consists principally of realized gains or losses from the sale of marketable equity investments, other-than-temporary declines in the value of marketable and non-marketable equity securities and gains and losses of Adobe Ventures.

	<u>Three Months</u>		<u>Nine Months</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Net losses related to our investments in Adobe Ventures and cost method investments	\$ (5.0)	\$ (2.0)	\$ (3.5)	\$ (5.9)
Write-downs due to other-than-temporary declines in value of our marketable equity securities	—	—	—	(0.6)
Gains related to sales of short-term investments.....	—	0.1	—	0.1
Gains (losses) on stock warrants.....	(0.1)	(0.1)	(0.2)	0.1
Total investment loss.....	<u>\$ (5.1)</u>	<u>\$ (2.0)</u>	<u>\$ (3.7)</u>	<u>\$ (6.3)</u>

We are uncertain of future investment gains or losses as they are primarily dependent upon the operations of the underlying investee companies.

Interest and Other Income

The largest component of interest and other income is interest earned on cash, cash equivalents and short-term fixed income investments, but also includes gains and losses on the sale of fixed income investments, foreign exchange transaction and hedging gains and losses, and interest expense.

Interest and other income increased during the three and nine months ended September 1, 2006 as

compared to the three and nine months ended September 2, 2005 due to higher levels of cash and short term investments during fiscal 2006 and higher rates of return during fiscal 2006.

Provision for Income Taxes for the Three and Nine Months Ended September 1, 2006 and September 2, 2005

	Three Months		Percent Change	Nine Months		Percent Change
	2006	2005		2006	2005	
Provision for income taxes	\$ 28.6	\$ 49.0	(42)%	\$ 109.2	\$ 112.0	(3)%
Percentage of total revenues	5%	10%		6%	8%	
Effective tax rate	23%	25%		25%	20%	

Our effective tax rate decreased approximately two percentage points in the three months ended September 1, 2006 as compared to the three months ended September 2, 2005. The net decrease is comprised of a three percentage point decrease due to revised estimates of research and development tax credits and Foreign Tax Credits that we were entitled to take on our income tax returns. Additionally, the expiration of the Federal research and development tax credit on December 31, 2005, the income tax effect of purchase accounting adjustments, and the adoption of SFAS 123R also contributed to the change.

Our effective tax rate increased five percentage points during the nine months ended September 1, 2006 as compared to the nine months ended September 2, 2005. The net increase is comprised of an approximately one percentage point decrease due to the expiration of the federal research and development tax credit on December 31, 2005, the income tax effect on purchase accounting adjustments and acquired intangibles, and the adoption of SFAS 123R. Approximately six percentage points of the increase is due to a tax benefit recognized for the repatriation of certain foreign earnings in 2005. The net tax benefit includes a reversal for taxes on foreign earnings for which a deferred tax liability had been previously accrued.

LIQUIDITY AND CAPITAL RESOURCES

	September 1, 2006	December 2, 2005	Percent Change
Cash, cash equivalents and short-term investments.....	\$ 1,986.5	\$ 1,700.8	17%
Working capital	\$ 1,938.9	\$ 1,528.2	27%
Stockholders' equity	\$ 4,913.8	\$ 1,864.3	164%

Our primary source of cash is receipts from revenue. The primary uses of cash are payroll (salaries, bonuses, and benefits), general operating expenses (marketing, travel, office rent) and cost of product revenue. Another source of cash is proceeds from the exercise of employee options and participation in the employee stock purchase plan and another use of cash is our stock repurchase program, which is detailed below.

Net cash provided by operating activities in the nine months ended September 1, 2006, primarily comprised net income, net of non-cash related expenses. The primary working capital source of cash was a decrease in other current assets and increases in income taxes payable and deferred revenue. Other current assets decreased primarily due to the reclassification of acquisition costs. Income taxes payable increased primarily due to tax benefits from deductions resulting from the exercise of stock options and disqualifying dispositions. Deferred revenue increased primarily due to increased maintenance and support obligations. Working capital uses of cash included an increase in trade receivables and decreases in accrued expenses and accrued restructuring. Our trade receivables increased due to an increase in revenue. As compared to the same period last year, our days sales outstanding in trade receivables (“DSO”) increased from 29 days to 43 days. The increase in DSO was due to an increase in revenue in the latter part of the quarter due to timing of product shipments and an increase in certain receivables from the Macromedia acquisition which

have longer payment terms. Accrued expenses decreased because of compensation related costs and other expenses. Accrued restructuring decreased primarily due to the payment of restructuring costs.

Net cash provided by investing activities increased in the nine months ended September 1, 2006 as compared to the same period last year primarily due to the net cash acquired with Macromedia. We expect to continue to invest in short-term investments and purchase additional property and equipment to support our growth.

In September 2006, we completed the sale of our minority equity investment in Atom Entertainment, Inc. As a result of the sale, we will receive a total cash payment of approximately \$91.2 million, of which \$82.3 million was paid at closing and \$8.9 million is being held in escrow for 18 months.

Net cash used for financing activities increased in the nine months ended September 1, 2006 as compared to cash provided for the same period last year primarily due to the purchases of treasury stock. Cash used during the nine months ended September 1, 2006 was partially offset by the proceeds related to the issuance of the treasury stock. Cash used for stock repurchases during fiscal 2006 increased from the prior year due to a higher average cost per share, a higher number of shares being repurchased, and remaining prepayments related to stock repurchase agreements (see section titled “Stock Repurchase Program I – On-Going Dilution”).

We expect to continue our investing activities, including investments in short-term and long-term investments and purchases of computer systems for research and development, sales and marketing, product support, and administrative staff. Furthermore, cash reserves may be used to repurchase stock under our stock repurchase programs and strategically acquire software companies, products or technologies that are complementary to our business.

Adobe uses professional investment management firms to manage most of our invested cash. External investment firms managed, on average, 77% of Adobe’s invested balances during the third quarter of fiscal 2006. Within the U.S., the fixed income portfolio is primarily invested in municipal bonds. Outside of the U.S., our fixed income portfolio is primarily invested in U.S. Treasury notes and highly rated corporate notes. The balance of the fixed income portfolio is managed internally and invested primarily in money market and enhanced money market funds for working capital purposes. As of September 1, 2006, \$34.7 million of the securities now classified as short-term investments have structural features that allow us to sell the securities at par within 90 days and thus retain similar liquidity characteristics as cash equivalents. All investments are made according to policies approved by the Board of Directors.

Our existing cash, cash equivalents and investment balances may decline during fiscal 2006 in the event of a weakening of the economy or changes in our planned cash outlay. However, based on our current business plan and revenue prospects, we believe that our existing balances together with our anticipated cash flows from operations will be sufficient to meet our working capital and operating resource expenditure requirements for the next twelve months. Cash from operations could be affected by various risks and uncertainties, including, but not limited to the risks detailed in Part II, Item 1A titled “Risk Factors.” Also, while we currently have no committed lines of credit, we believe that our banking relationships and good credit should afford us the opportunity to raise sufficient debt in the bank or public market, if required.

Stock Repurchase Program I – On-going Dilution Coverage

To facilitate our stock repurchase program, designed to return value to our stockholders and minimize dilution from stock issuances, we repurchase shares in the open market and from time to time enter into structured stock repurchase agreements with third parties.

Authorization to repurchase shares to cover on-going dilution is not subject to expiration. However, this repurchase program is limited to covering net dilution from stock issuances and is subject to business

conditions and cash flow requirements as determined by our Board of Directors from time to time. Refer to Part II, Item 2(c) in this filing for share repurchases during the quarter ended September 1, 2006.

As part of this program, on April 17, 2005, the Board of Directors approved the use of \$1.0 billion for stock repurchase commencing upon the close of the Macromedia acquisition.

During fiscal 2005 and for the nine months ended September 1, 2006, we entered into several structured repurchase agreements with large financial institutions, whereupon we provided the financial institutions with prepayments of \$600 million and \$1.1 billion, respectively. We entered into these agreements in order to take advantage of repurchasing shares at a guaranteed discount to the VWAP of our stock. We only enter into such transactions when the discount that we receive is higher than the foregone return on our cash prepayments to the financial institutions. There were no explicit commissions or fees on these structured repurchases. Under the terms of the agreements, there is no requirement for the financial institutions to return any portion of the prepayment to us.

The financial institutions agree to deliver shares to us at monthly intervals during the contract term. For a monthly breakdown of repurchase amounts refer to Part II, Item 2(c) of this filing. The parameters used to calculate the number of shares deliverable are: the total notional amount of the contract, the number of trading days in the contract, the number of trading days in the interval, and the average VWAP of our stock during the interval less the agreed upon discount.

For the nine months ended September 1, 2006, the \$1.1 billion prepayment was classified as treasury stock on our balance sheet at the payment date, though only shares physically delivered to us by September 1, 2006 are excluded from the denominator in the computation of earnings per share. All outstanding structured repurchase agreements as of September 1, 2006 will expire on or before February 7, 2007. As of September 1, 2006 approximately \$85.8 million of up-front payments remained under the agreements.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

Our principal commitments as of September 1, 2006 consist of obligations under operating leases, royalty agreements and various service agreements. See Note 11 of our Notes to Condensed Consolidated Financial Statements for more detailed information.

Lease Commitments

The two lease agreements discussed in Note 11 of our Notes to Condensed Consolidated Financial Statements are subject to standard financial covenants. As of September 1, 2006, we were in compliance with all of our financial covenants. We expect to remain within compliance in the next 12 months. We are comfortable with these limitations and believe they will not impact our cash or credit in the coming year or restrict our ability to execute our business plan. See Note 11 of our Notes to Condensed Consolidated Financial Statements for further information regarding our lease commitments.

Royalties

We have certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is generally based on a dollar amount per unit shipped or a percentage of the underlying revenue.

Guarantees

The lease agreements for our corporate headquarters provide for residual value guarantees. Under FIN 45, the fair value of a residual value guarantee in lease agreements entered into after December 31, 2002, must be recognized as a liability on our consolidated balance sheet. As such, we recognized a \$5.2 million liability related to the East and West towers lease that was extended in August 2004. This liability is recorded in other long-term liabilities with the offsetting entry recorded as prepaid rent in other assets. The

balance will be amortized to the income statement over the life of the lease. As of September 1, 2006, the unamortized portion of the fair value of the residual value guarantee remaining in other long-term liabilities and prepaid rent was \$3.0 million.

Indemnifications

In the normal course of business, we provide indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our products. Historically, costs related to these indemnification provisions have not been significant and we are unable to estimate the maximum potential impact of these indemnification provisions on our future results of operations.

To the extent permitted under Delaware law, we have agreements whereby we indemnify our officers and directors for certain events or occurrences while the officer or director is, or was serving, at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have director and officer insurance coverage that limits our exposure and enables us to recover a portion of any future amounts paid. We believe the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is minimal.

As part of our limited partnership interests in Adobe Ventures, we have provided a general indemnification to Granite Ventures, an independent venture capital firm and sole general partner of Adobe Ventures, for certain events or occurrences while Granite Ventures is, or was serving, at our request in such capacity provided that Granite Ventures acts in good faith on behalf of the partnerships. We are unable to develop an estimate of the maximum potential amount of future payments that could potentially result from any hypothetical future claim, but believe the risk of having to make any payments under this general indemnification to be remote.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In comparison with what we disclosed in our Annual Report on Form 10-K for fiscal 2005, we believe that there have been no significant changes in our market risk exposures for the quarter ended September 1, 2006.

ITEM 4. CONTROLS AND PROCEDURES

Based on their evaluation as of September 1, 2006, our Chief Executive Officer and Chief Financial Officer, have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were sufficiently effective to ensure that the information required to be disclosed by us in this quarterly report on Form 10-Q was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and Form 10-Q.

There were no changes in our internal controls over financial reporting during the quarter ended September 1, 2006 that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Adobe have been detected.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On September 6, 2002, Plaintiff Fred B. Dufresne filed suit against Adobe, Microsoft Corporation, Macromedia, Inc. and Trellix Corporation in the U.S. District Court, District of Massachusetts, alleging infringement of U.S. Patent No. 5,835,712, entitled “Client-Server System Using Embedded Hypertext Tags for Application and Database Development.” The Plaintiff’s complaint asserts that “defendants have infringed, and continue to infringe, one or more claims of the ‘712 patent by making, using, selling and/or offering for sale, *inter alia*, products supporting Microsoft Active Server Pages technology.” Plaintiff seeks unspecified compensatory damages, preliminary and permanent injunctive relief, trebling of damages for “willful infringement,” and fees and costs. We believe the action has no merit and are vigorously defending against it. We cannot estimate any possible loss at this time.

On June 13, 2005, Plaintiff Steve Staehr filed a shareholder derivative action entitled “Steve Staehr, Derivatively on Behalf of Adobe Systems Incorporated v. Bruce R. Chizen, et. al.,” in the Superior Court of the State of California for the County of Santa Clara against Adobe’s directors and naming Adobe as a nominal defendant. The complaint alleges that the defendants breached their fiduciary duties of loyalty and due care and caused Adobe to waste corporate assets by failing to renegotiate or terminate the acquisition agreement with Macromedia following the announcement by Macromedia that it would restate its financial results for the fiscal years ended March 31, 1999 through 2004. On August 18, 2005, Plaintiff amended his complaint to add a purported class action in which Plaintiff seeks, among other things, unspecified monetary damages, attorneys’ fees and certain forms of equitable relief. On May 9, 2006, Plaintiff filed a third amended complaint, to which defendants demurred. A hearing on the demurrer was held on July 7, 2006 and the court granted the defendant’s motion and dismissed the complaint with prejudice.

In connection with our anti-piracy efforts, conducted both internally and through the Business Software Alliance, from time to time we undertake litigation against alleged copyright infringers. Such lawsuits may lead to counter-claims alleging improper use of litigation or violation of other local law and have recently increased in frequency, especially in Latin American countries. We believe we have valid defenses with respect to such counter-claims; however, it is possible that our consolidated financial position, cash flows or results of operations could be affected in any particular period by the resolution of one or more of these counter-claims.

One such case is Consultores en Computación y Contabilidad, S.C. (“CCC”) v. Microsoft, Adobe, Symantec, and Autodesk (the “Defendants”). On March 1, 2002, CCC, a Mexican hardware/software reseller, filed a lawsuit in the Mexico Court of First Instance against the Defendants (all members of the Business Software Alliance). CCC had previously been the target of a criminal anti-piracy enforcement action carried out by the Mexican police authorities on the basis of a piracy complaint filed by the Defendants based on evidence provided to the Defendants. CCC alleged in the lawsuit that it had suffered damages to its reputation as a result of the enforcement action. CCC did not claim economic damages. On November 11, 2002, the trial court judge ruled in favor of the Defendants, holding that no moral damage occurred. After subsequent appeals which were favorable to the Defendants, a court of appeals held that the Defendants were liable to CCC for “moral” damages, and the court remanded the case to the Court of First Instance for a determination of the amount. In December 2005, the Court of First Instance awarded CCC \$90 million in damages. The Defendants are appealing the verdict, as are the plaintiffs who seek additional damages. If, after all appeals have been exhausted, the existing verdict stands and is enforceable, Adobe would be responsible for approximately \$15 million of the judgment. In August 2006, we entered into a settlement agreement with CCC, which did not have a material effect on our financial statements.

From time to time, in addition to those identified above, Adobe is subject to legal proceedings, claims, investigations and proceedings in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment and other matters. In accordance with U.S. generally accepted accounting principles, Adobe makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of

negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. However, we believe that we have valid defenses with respect to the legal matters pending against Adobe. It is possible, nevertheless, that our consolidated financial position, cash flows or results of operations could be affected by the resolution of one or more of such contingencies.

ITEM 1A. RISK FACTORS

As previously discussed, our actual results could differ materially from our forward looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed below. These and many other factors described in this report could adversely affect our operations, performance and financial condition.

Delays in development or shipment of new products or major new versions of existing products could cause a decline in our revenue.

Any delays or failures in developing and marketing our products, including upgrades of current products and the integration of Macromedia products into our product line, may have a harmful impact on our results of operations. We may have particular difficulty and delays developing products that integrate Adobe and Macromedia products, since our products are highly complex, have been designed independently and were designed without regard to such integration. Our inability to extend our core technologies into new applications and new platforms and to anticipate or respond to technological changes could affect continued market acceptance of our products and our ability to develop new products. Delays in product or upgrade introductions could cause a decline in our revenue, earnings or stock price. We cannot determine the ultimate effect these delays or the introduction of new products or upgrades will have on our revenue or results of operations.

Introduction of new products by existing and new competitors could harm our competitive position and results of operations.

The end markets for our software products are intensely and increasingly competitive, and are significantly affected by product introductions and market activities of industry competitors, including Microsoft's announced introduction of its new Vista operating system which will contain a new fixed document format, XPS, which will compete with Adobe PDF, and its announced introduction of Office 12 which may contain features to save documents in the XPS and PDF formats which will compete with Adobe PDF creation. If these competing products achieve widespread acceptance, our operating results could suffer. In addition, consolidation has occurred among some of the competitors in our markets. Any further consolidations among our competitors may result in stronger competitors and may therefore harm our results of operations. For additional information regarding our competition and the risks arising out of the competitive environment in which we operate, see the section entitled "Competition" contained in our Annual Report on Form 10-K for the year ended December 2, 2005.

If we fail to successfully manage transitions to new business models and markets, our results of operations could be negatively impacted.

We are devoting significant resources to the development of technologies and service offerings where we have a limited operating history, including the enterprise and government markets and the mobile and device markets. In the enterprise and government markets, we intend to increase our focus on vertical markets such as education, financial services, manufacturing, and the architecture, engineering and construction markets. With our Adobe Acrobat Connect product line, we intend to increase awareness in targeted horizontal markets such as training and marketing and vertical markets such as manufacturing, financial services and telecommunications. These new offerings and markets require a considerable investment of technical, financial and sales resources, and a scaleable organization. Many of our competitors may have advantages over us due to their larger presence, larger developer network, deeper experience in the enterprise and government markets and the mobile and device markets, and greater sales and marketing resources. In the mobile and device markets, our intent is to license our technology to device

makers, manufacturers and telecommunications carriers that embed our technology on their platforms, and in the enterprise and government market our intent is to form strategic alliances with leading enterprise and government solutions and service providers to provide additional resources to further enable penetration of such markets. If we are unable to successfully enter into strategic alliances with device makers, manufacturers, telecommunication carriers and leading enterprise and government solutions and service providers, or if they are not as productive as we anticipate, our market penetration may not proceed as rapidly as we anticipate and our results of operations could be negatively impacted. Another development is the software-as-a-service business model, by which companies provide applications, data and related services over the Internet. Providers use primarily advertising or subscription-based revenue models. Recent advances in computing and communications technologies have made this model viable and could enable the rapid growth of some of our competitors. We are exploring the development of our own software-as-a-service strategies. It is uncertain whether these strategies will prove successful.

Adverse changes in general economic or political conditions in any of the major countries in which we do business could adversely affect our operating results.

If the economy worsens in any geographic areas where we do business, it would likely cause our future results to vary materially from our targets. A slower economy also may adversely affect our ability to grow. Political instability in any of the major countries in which we do business also may adversely affect our business.

Revenues from our new business segments may be difficult to predict.

As previously discussed, we are devoting significant resources to the development of product and service offerings where we have a limited operating history. This makes it difficult to predict revenues. For example, our limited operating history with Adobe Creative Suite makes it difficult to predict the revenue effect of the Adobe Creative Suite product cycle and the individual products integrated within these products. Additionally, we intend to expand the use of our Mobile and Device Solutions by licensing our products for use in mobile phones, set-top boxes, game devices, personal digital assistants, hand-held computers and other consumer electronic devices; however, we have a limited history of licensing products in these markets and may experience a number of factors that will make our revenue less predictable, including longer than expected sales and implementation cycles, potential deferral of revenue due to multiple-element revenue arrangements and alternate licensing arrangements.

If we fail to anticipate and develop new products in response to changes in demand for application software, computers and printers, our business could be harmed.

Any failure to anticipate changing customer requirements and develop and deploy new products in response to changing market conditions may have a material impact on our results of operations. As previously discussed, we plan to release numerous new product offerings and upgrade versions of our current products in connection with our transition to new business models and the acquisition of Macromedia. Market acceptance of our new product or version releases will be dependent on our ability to include functionality and usability in such releases that address the requirements of customer demographics with which we have limited prior experience. To the extent we incorrectly estimate customer requirements for such products and version releases or if there is a delay in market acceptance of such products and version releases, our business could be harmed.

We offer our Creative Solutions and Knowledge Worker Solutions application-based products primarily on Windows and Macintosh platforms and on some UNIX platforms. We generally offer our server-based products, but not desktop application products, on the Linux platform as well as the Windows and UNIX platforms. To the extent that there is a slowdown of customer purchases of personal computers on either the Windows or Macintosh platform or in general, or to the extent that significant demand arises for our products or competitive products on the Linux desktop platform before we choose and are able to offer our products on this platform, our business could be harmed. Additionally, to the extent that we have difficulty transitioning product or version releases to new Windows and Macintosh operating systems, e.g.,

porting our applications to the “Mactel” platform, or to the extent new releases of operating systems or other third party products make it more difficult for our products to perform, our business could be harmed.

We may incur substantial costs enforcing or acquiring intellectual property rights and defending against third-party claims as a result of litigation or other proceedings.

In connection with the enforcement of our own intellectual property rights or in connection with disputes relating to the validity or alleged infringement of third-party rights, including patent rights, we have been, are currently and may in the future be subject to claims, negotiations or complex, protracted litigation. Intellectual property disputes and litigation are typically very costly and can be disruptive to our business operations by diverting the attention and energies of management and key technical personnel. Although we have successfully defended or resolved past litigation and disputes, we may not prevail in any ongoing or future litigation and disputes. Third party intellectual property disputes could subject us to significant liabilities, require us to seek licenses from others, prevent us from manufacturing or licensing certain of our products, or cause severe disruptions to our operations or the markets in which we compete, any one of which could seriously harm our business.

We may not be able to protect our intellectual property rights, including our source code, from third-party infringers, or unauthorized copying, use, disclosure or malicious attack.

Although we defend our intellectual property rights and combat unlicensed copying and use of software and intellectual property rights through a variety of techniques, preventing unauthorized use or infringement of our rights is inherently difficult. We actively pursue software pirates as part of our enforcement of our intellectual property rights, but we nonetheless lose revenue due to illegal use of our software. If piracy activities increase, it may further harm our business.

Additionally, we take significant measures to protect the secrecy of our confidential information and trade secrets, including our source code (the detailed program commands for our software programs). If unauthorized disclosure of our source code occurs, we could potentially lose future trade secret protection for that source code. The loss of future trade secret protection could make it easier for third parties to compete with our products by copying functionality, which could adversely affect our revenue and operating margins. We also seek to protect our confidential information and trade secrets through the use of non-disclosure agreements with our customers, contractors, vendors, and partners. However there is a risk that our confidential information and trade secrets may be disclosed or published without our authorization, and in these situations it may be difficult and or costly for us to enforce our rights.

We also devote significant resources to maintaining the security of our products from malicious hackers who develop and deploy viruses, worms, and other malicious software programs that attack our products. Nevertheless, actual or perceived security vulnerabilities in our products could harm our reputation and lead some customers to seek to return products, to reduce or delay future purchases, to use competitive products or to make claims against us. Also, with the introduction of hosted services with some of our product offerings, our customers may use such services to share confidential and sensitive information. If a breach of security occurs on these hosted systems, we could be held liable to our customers. Additionally, such breaches could lead to interruptions, delays and data loss and protection concerns as well as harm our reputation.

We may not realize the anticipated benefits of past or future acquisitions, and integration of these acquisitions may disrupt our business and management.

We have in the past and may in the future acquire additional companies, products or technologies. We may not realize the anticipated benefits of an acquisition and each acquisition has numerous risks. These risks include:

- difficulty in assimilating the operations and personnel of the acquired company;

- difficulty in effectively integrating the acquired technologies or products with our current products and technologies;
- difficulty in maintaining controls, procedures and policies during the transition and integration;
- disruption of our ongoing business and distraction of our management and employees from other opportunities and challenges due to integration issues;
- difficulty integrating the acquired company's accounting, management information, human resources and other administrative systems;
- inability to retain key technical and managerial personnel of the acquired business;
- inability to retain key customers, distributors, vendors and other business partners of the acquired business;
- inability to achieve the financial and strategic goals for the acquired and combined businesses;
- incurring acquisition-related costs or amortization costs for acquired intangible assets that could impact our operating results;
- potential impairment of our relationships with employees, customers, partners, distributors or third-party providers of technology or products;
- potential failure of the due diligence processes to identify significant issues with product quality, architecture and development, or legal and financial contingencies, among other things;
- incurring significant exit charges if products acquired in business combinations are unsuccessful;
- potential inability to assert that internal controls over financial reporting are effective;
- potential inability to obtain, or obtain in a timely manner, approvals from governmental authorities, which could delay or prevent such acquisitions; and
- potential delay in customer and distributor purchasing decisions due to uncertainty about the direction of our product offerings

Mergers and acquisitions of high technology companies are inherently risky, and ultimately, if we do not complete the integration of acquired businesses successfully and in a timely manner, we may not realize the anticipated benefits of the acquisitions to the extent anticipated, which could adversely affect our business, financial condition or results of operations.

We rely on distributors to sell our products and any adverse change in our relationship with our distributors could result in a loss of revenue and harm our business.

We distribute our application products primarily through distributors, resellers, retailers and increasingly systems integrators, ISVs and VARs (collectively referred to as “distributors”). A significant amount of our revenue for application products is from two distributors, Ingram Micro, Inc. and Tech Data Corporation. In addition, our channel program focuses our efforts on larger distributors, which has resulted in our dependence on a relatively small number of distributors licensing a large amount of our products. Our distributors also sell our competitors’ products, and if they favor our competitors’ products for any reason, they may fail to market our products as effectively or to devote resources necessary to provide effective sales, which would cause our results to suffer. In addition, the financial health of these distributors and our continuing relationships with them are important to our success. Some of these distributors may be unable to withstand adverse changes in business conditions. Our business could be seriously harmed if the financial condition of some of these distributors substantially weakens.

Catastrophic events may disrupt our business.

We are a highly automated business and rely on our network infrastructure and enterprise applications, internal technology systems and our Website for our development, marketing, operational, support and sales activities. A disruption or failure of these systems in the event of a major earthquake, fire, telecommunications failure, cyber-attack, terrorist attack, or other catastrophic event could cause system interruptions, delays in our product development and loss of critical data and could prevent us from fulfilling our customers’ orders. Our corporate headquarters, a significant portion of our research and development activities, our data centers, and certain other critical business operations are located in San Jose, California, which is near major earthquake faults. We believe we have developed sufficient disaster recovery plans and backup systems to reduce the potentially adverse effect of such events, but a

catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems could severely affect our ability to conduct normal business operations and, as a result, our future operating results could be adversely affected.

We rely on turnkey assemblers and any adverse change in our relationship with our turnkey assemblers could result in a loss of revenue and harm our business.

We currently rely on six turnkey assemblers of our products, with at least two turnkeys located in each major region we serve. If any significant turnkey assembler terminates its relationship with us, or if our supply from any significant turnkey assembler is interrupted or terminated for any other reason, we may not have enough time or be able to replace the supply of products replicated by that turnkey assembler to avoid serious harm to our business.

Our future operating results are difficult to predict and are likely to fluctuate substantially from quarter to quarter and as a result the market price of our common stock may be volatile and our stock price could decline.

As a result of a variety of factors discussed herein, our quarterly revenues and operating results for a particular period are difficult to predict. Our revenues may grow at a slower rate than experienced in previous periods and, in particular periods, may decline. Additionally, we periodically provide operating model targets. These targets reflect a number of assumptions, including assumptions about product pricing and demand, economic and seasonal trends, manufacturing costs and volumes, the mix of shrink-wrap and licensing revenue, full and upgrade products, distribution channels and geographic markets. If one or more of these assumptions prove incorrect, our actual results may vary materially from those anticipated, estimated or projected.

Due to the factors noted above, our future earnings and stock price may be subject to volatility, particularly on a quarterly basis. Shortfalls in revenue or earnings or delays in the release of products or upgrades compared to analysts' or investors' expectations have caused and could cause in the future an immediate and significant decline in the trading price of our common stock. Additionally, we may not learn of such shortfalls or delays until late in the fiscal quarter, which could result in an even more immediate and greater decline in the trading price of our common stock. Finally, we participate in a highly dynamic industry. In addition to factors specific to us, changes in analysts' earnings estimates for us or our industry, and factors affecting the corporate environment, our industry, or the securities markets in general, have resulted, and may in the future result, in volatility of our common stock price.

We are subject to risks associated with international operations which may harm our business.

We typically generate over 50% of our total revenue from sales to customers outside of the Americas. Sales to these customers subject us to a number of risks, including (i) foreign currency fluctuations, (ii) changes in government preferences for software procurement, (iii) international economic and political conditions, (iv) unexpected changes in, or impositions of, international legislative or regulatory requirements, (v) inadequate local infrastructure, (vi) delays resulting from difficulty in obtaining export licenses for certain technology, tariffs, quotas and other trade barriers and restrictions, (vii) transportation delays, (viii) the burdens of complying with a variety of foreign laws, including more stringent consumer and data protection laws, and other factors beyond our control, including terrorism, war, natural disasters and diseases. If sales to any of our customers outside of the Americas are delayed or cancelled because of any of the above factors, our revenue may be negatively impacted.

We may incur losses associated with currency fluctuations and may not be able to effectively hedge our exposure.

Our operating results are subject to fluctuations in foreign currency exchange rates. We attempt to mitigate a portion of these risks through foreign currency hedging, based on our judgment of the appropriate trade-offs among risk, opportunity and expense. We have established a hedging program to

partially hedge our exposure to foreign currency exchange rate fluctuations, primarily the Japanese yen and the euro. We regularly review our hedging program and will make adjustments as necessary based on the judgment factors discussed above. Our hedging activities may not offset more than a portion of the adverse financial impact resulting from unfavorable movement in foreign currency exchange rates, which could adversely affect our financial condition or results of operations.

Changes in, or interpretations of, accounting principles could result in unfavorable accounting charges.

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles. A change in these principles can have a significant effect on our reported results and may even retroactively affect previously reported transactions. Our accounting principles that recently have been or may be affected by changes in the accounting principles are as follows:

- software revenue recognition
- accounting for stock-based compensation
- accounting for income taxes
- accounting for business combinations and related goodwill

In particular, the FASB recently issued SFAS 123R which requires the measurement of all stock-based compensation to employees, including grants of employee stock options, using a fair-value-based method and the recording of such expense in our consolidated statements of income. We were required to adopt SFAS 123R in the first quarter of fiscal year 2006. The adoption of SFAS 123R had a significant adverse effect on our reported financial results. It will continue to significantly adversely affect our reported financial results and may impact the way in which we conduct our business. Please refer to Notes 1 and 6 of our Notes to Condensed Consolidated Financial Statements for further information regarding the adoption of SFAS 123R.

If our goodwill or amortizable intangible assets become impaired we may be required to record a significant charge to earnings.

Under generally accepted accounting principles, we review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or amortizable intangible assets may not be recoverable include a decline in stock price and market capitalization, future cash flows, and slower growth rates in our industry. We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets is determined resulting in an impact on our results of operations.

Changes in, or interpretations of, tax rules and regulations may adversely affect our effective tax rates.

Unanticipated changes in our tax rates could affect our future results of operations. Our future effective tax rates could be unfavorably affected by changes in tax laws or the interpretation of tax laws, by unanticipated decreases in the amount of revenue or earnings in countries with low statutory tax rates, or by changes in the valuation of our deferred tax assets and liabilities. In addition, we are subject to the continual examination of our income tax returns by the Internal Revenue Service and other domestic and foreign tax authorities, including a current examination by the Internal Revenue Service for our fiscal 2001, 2002 and 2003 tax returns, primarily related to our intercompany transfer pricing. We regularly assess the likelihood of outcomes resulting from these examinations to determine the adequacy of our provision for income taxes and believe such estimates to be reasonable. However, there can be no assurance that the final

determination of any of these examinations will not have an adverse effect on our operating results and financial position.

If we are unable to recruit and retain key personnel our business may be harmed.

Much of our future success depends on the continued service and availability of our senior management, including our Chief Executive Officer and other members of our executive team. These individuals have acquired specialized knowledge and skills with respect to Adobe. The loss of any of these individuals could harm our business. Our business is also dependent on our ability to retain, hire and motivate talented, highly skilled personnel. Experienced personnel in the information technology industry are in high demand and competition for their talents is intense, especially in the Silicon Valley, where the majority of our employees are located. We have relied on our ability to grant equity compensation as one mechanism for recruiting and retaining such highly skilled personnel. Recently enacted accounting regulations requiring the expensing of equity compensation may impair our ability to provide these incentives without incurring significant compensation costs. If we are unable to continue to successfully attract and retain key personnel, our business may be harmed.

We may suffer losses from our equity investments which could harm our business.

We hold equity investments in public companies that have experienced significant declines in market value. We also have investments and may continue to make future investments in privately held companies, many of which are considered in the start-up or development stages. These investments are inherently risky, as the market for the technologies or products these companies have under development is typically in the early stages and may never materialize. Our investment activities can impact our net income. Future price fluctuations in these securities and any significant long-term declines in value of any of our investments could reduce our net income in future periods.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Below is a summary of stock repurchases for the quarter ended September 1, 2006. See Note 8 of our Notes to Condensed Consolidated Financial Statements for information regarding our stock repurchase plans.

Plan/ Period	Shares Repurchased ⁽¹⁾	Average Price Per Share	Maximum Number of Shares that May Yet Be Purchased Under the Plan
<i>Stock Repurchase Program I</i>			
Beginning shares available to be repurchased as of June 2, 2006			159,985,584
June 3 – June 30, 2006			
From employees ⁽²⁾	1,595	\$ 30.38	
Structured repurchases	3,103,790	28.22	
July 1 – July 28, 2006			
From employees ⁽²⁾	1,931	27.77	
Structured repurchases	8,503,827	30.16	
July 29 – September 1, 2006			
From employees ⁽²⁾	1,390	32.62	
Structured repurchases	448,613	31.59	
Adjustments to repurchase authority for net dilution	—		(315,421) ⁽³⁾
Total shares repurchased	<u>12,061,146</u>		<u>(12,061,146)</u>
Ending shares available to be repurchased as of September 1, 2006			<u>147,609,017⁽⁴⁾</u>

⁽¹⁾ All shares were purchased as part of publicly announced plans.

⁽²⁾ The repurchases from employees represent shares canceled when surrendered in lieu of cash payments for withholding taxes due.

⁽³⁾ Adjustment of authority to reflect changes in the dilution from outstanding shares and options.

⁽⁴⁾ The remaining authorization for the ongoing stock repurchase program is determined by combining all stock issuances, net of any canceled, surrendered or exchanged shares less all stock repurchases under the ongoing plan, beginning in the first quarter of fiscal 1998.

ITEM 5. OTHER INFORMATION

Attached as Exhibit 100 to this Quarterly Report on Form 10-Q are the following materials, formatted in Extensible Business Reporting Language (“XBRL”): (i) the Condensed Consolidated Balance Sheets at September 1, 2006 and December 2, 2005, (ii) the Condensed Consolidated Statements of Income for the three and nine months ended September 1, 2006 and September 2, 2005 and (iii) the Condensed Consolidated Statements of Cash Flows for the three and nine months ended September 1, 2006 and September 2, 2005. The financial information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of the Registrant. The purpose of submitting these XBRL documents is to test the related format and technology and, as a result, investors should continue to rely on the official filed version of the furnished documents and not rely on this information in making investment decisions.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference**			Filed Herewith
		Form	Date	Number	
3.1	Amended and Restated Bylaws	8-K	9/23/05	3.1	
3.2	Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on 5/22/01	10-Q	7/16/01	3.6	
3.2.1	Certificate of Correction of Restated Certificate of Incorporation as filed with the Secretary of State of the State of Delaware	10-Q	4/11/03	3.6.1	
3.3	Certificate of Designation of Series A Preferred Stock of Adobe Systems Incorporated	10-Q	7/8/03	3.3	
4.1	Fourth Amended and Restated Rights Agreement between the Company and Computershare Investor Services, LLC	8-K	7/3/00	1	
4.1.1	Amendment No. 1 to Fourth Amended and Restated Rights Agreement between the Company and Computershare Investor Services, LLC	8-A/2G/A	5/23/03	7	
10.1	1984 Stock Option Plan, as amended*	10-Q	7/02/93	10.1.6	
10.2	Amended 1994 Performance and Restricted Stock Plan*	DEF 14A	2/24/06	Appendix A	
10.3	Form of Restricted Stock Agreement used in connection with the Amended 1994 Performance and Restricted Stock Plan*	10-Q	10/7/04	10.7	
10.4	1994 Stock Option Plan, as amended*	S-8	5/30/97	10.40	
10.5	1997 Employee Stock Purchase Plan, as amended*	10-K	12/1/00	10.70	
10.6	1996 Outside Directors Stock Option Plan, as amended*	10-Q	4/12/06	10.6	
10.7	Forms of Stock Option Agreements used in connection with the 1996 Outside Directors Stock Option Plan*	S-8	6/16/00	4.8	
10.8	1999 Nonstatutory Stock Option Plan, as amended*	S-8	10/29/01	4.6	
10.9	1999 Equity Incentive Plan, as amended*	10-K	2/26/03	10.37	
10.10	2003 Equity Incentive Plan, as amended*	DEF 14A	3/14/05	Appendix A	
10.11	Forms of Stock Option and Restricted Stock Agreement used in connection with the 2003 Equity Incentive Plan*	10-Q	10/7/04	10.11	
10.12	Form of Indemnity Agreement*	10-Q	5/30/97	10.25.1	
10.13	Forms of Retention Agreement*	10-K	11/28/97	10.44	
10.14	Second Amended and Restated Master Lease of Land and Improvements by and between SMBC Leasing and Finance, Inc. and Adobe Systems Incorporated	10-Q	10/7/04	10.14	

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference**</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Date</u>	<u>Number</u>	
10.15	Lease agreement between Adobe Systems and Selco Service Corporation	10-K	2/21/02	10.77	
10.16	Participation agreement among Adobe Systems, Selco Service Corporation, et al.	10-K	2/21/02	10.78	
10.17	Amendment No.1 to Lease Agreement between Adobe and Selco Services Corporation	10-K	2/26/03	10.81	
10.18	Lease Agreement by and between Allaire Corporation and EOP Riverside Project LLC dated November 23, 1999	10-K	3/30/00	10.23	
10.19	First Amendment to Lease Agreement by and between Allaire Corporation and EOP Riverside Project LLC dated May 31, 2000	10-Q	8/14/00	10.3	
10.20	Executive Severance Plan in the Event of a Change of Control*	10-K	2/21/02	10.80	
10.21	Amendment to the Executive Severance Plan in the Event of a Change of Control*	8-K	4/18/05	10.2	
10.22	Adobe Systems Incorporated 2004 Annual Executive Incentive Plan*	8-K	1/13/05	10.1	
10.23	Adobe Systems Incorporated 2005 Annual Executive Incentive Plan*	8-K	1/13/05	10.2	
10.24	Description of 2005 Director Compensation*	10-K	2/2/05	10.21	
10.25	Description of 2006 Director Compensation*	8-K	9/23/05	10.1	
10.26	Adobe Systems Incorporated 2006 Management Team Annual Incentive Plan *	8-K	1/13/06	10.1	
10.27	2005 Equity Incentive Assumption Plan*	8-K	12/07/05	10.2	
10.28	Form of Stock Option Agreement used in connection with the 2005 Equity Incentive Assumption Plan*	8-K	12/07/05	10.3	
10.29	Allaire Corporation 1997 Stock Incentive Plan*	S-8	03/27/01	4.06	
10.30	Allaire Corporation 1998 Stock Incentive Plan*	S-8	03/27/01	4.07	
10.31	Allaire Corporation 2000 Stock Incentive Plan*	S-8	03/27/01	4.08	
10.32	Andromedia, Inc. 1996 Stock Option Plan*	S-8	12/07/99	4.07	
10.33	Andromedia, Inc. 1997 Stock Option Plan*	S-8	12/07/99	4.08	
10.34	Andromedia, Inc. 1999 Stock Plan*	S-8	12/07/99	4.09	
10.35	ESI Software, Inc. 1996 Equity Incentive Plan*	S-8	10/18/99	4.08	
10.36	eHelp Corporation 1999 Equity Incentive Plan*	S-8	12/29/03	4.08	
10.37	Blue Sky Software Corporation 1996 Stock Option Plan*	S-8	12/29/03	4.07	
10.38	Bright Tiger Technologies, Inc. 1996 Stock Option Plan*	S-8	03/27/01	4.11	

Exhibit Number	Exhibit Description	Incorporated by Reference**			Filed Herewith
		Form	Date	Number	
10.39	Live Software, Inc. 1999 Stock Option/Stock Issuance Plan*	S-8	03/27/01	4.10	
10.40	Macromedia, Inc. 1999 Stock Option Plan*	S-8	08/17/00	4.07	
10.41	Macromedia, Inc. 1993 Directors Stock Option Plan*	10-Q	08/03/01	10.02	
10.42	Macromedia, Inc. 1992 Equity Incentive Plan*	10-Q	08/03/01	10.01	
10.43	Macromedia, Inc. 2002 Equity Incentive Plan*	S-8	08/10/05	4.08	
10.44	Form of Macromedia, Inc. Stock Option Agreement*	S-8	08/10/05	4.09	
10.45	Middlesoft, Inc. 1999 Stock Option Plan*	S-8	08/17/00	4.09	
10.46	Form of Macromedia, Inc. Revised Non-Plan Stock Option Agreement*	S-8	11/23/04	4.10	
10.47	Form of Macromedia, Inc. Restricted Stock Purchase Agreement*	10-Q	2/8/05	10.01	
10.48	Restricted Stock Purchase Agreement between Macromedia, Inc. and Stephen Elop, dated January 24, 2005*	10-Q	2/8/05	10.02	
10.49	Restricted Stock Purchase Agreement between Macromedia, Inc. and Robert Burgess, dated January 24, 2005*	10-Q	2/8/05	10.03	
10.50	Amended and Restated Employment Agreement by and between Robert K. Burgess, dated January 21, 2005*	8-K	1/21/05	10.01	
10.51	Amendment to Employment Agreement by and between Adobe Systems Incorporated, Adobe Macromedia Software LLC and Robert K. Burgess, dated December 7, 2005*	8-K	12/12/05	10.2	
10.52	Amended and Restated Employment Agreement between Adobe Systems Incorporated and Stephen Elop, dated May 23, 2005*	S-4	6/28/05	10.1	
10.54	Adobe Systems Incorporated 2006 Performance Share Program pursuant to the 2003 Equity Incentive Plan*	8-K	2/3/06	10.1	
10.55	Adobe Systems Incorporated 2006 Performance Share Program pursuant to the Amended 1994 Performance and Restricted Stock Plan*	8-K	2/3/06	10.2	
10.56	Form of Maximum Award Grant Notice used in connection with grants under the Adobe Systems Incorporated 2006 Performance Share Program pursuant to the 2003 Equity Incentive Plan*	8-K	2/3/06	10.3	
10.57	Form of Performance Share Maximum Award Agreement used in connection with grants under the Adobe Systems Incorporated 2006 Performance Share Program pursuant to the 2003 Equity Incentive Plan*	8-K	2/3/06	10.4	

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by reference**</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Date</u>	<u>Number</u>	
10.57	Form of Performance Share Maximum Award Agreement used in connection with grants under the Adobe Systems Incorporated 2006 Performance Share Program pursuant to the 2003 Equity Incentive Plan*	8-K	2/3/06	10.4	
10.58	Form of Maximum Award Grant Notice used in connection with grants under the Adobe Systems Incorporated 2006 Performance Share Program pursuant to the Amended 1994 Performance and Restricted Stock Plan*	8-K	2/3/06	10.5	
10.59	Form of Performance Share Maximum Award Agreement used in connection with grants under the Adobe Systems Incorporated 2006 Performance Share Program pursuant to the Amended 1994 Performance and Restricted Stock Plan*	8-K	2/3/06	10.6	
10.60	Adobe Systems Incorporated Executive Cash Bonus Plan	DEF 14A	2/24/06	Appendix B	
10.61	Employment Transition Agreement between Adobe Systems Incorporated and Murray J. Demo dated March 21, 2006*	8-K	3/22/06	10.1	
10.62	Employment offer letter between Adobe Systems Incorporated and Randy Furr dated May 16, 2006*	8-K	5/22/06	10.1	
10.63	Adobe Systems Incorporated Deferred Compensation Plan*	8-K	9/26/06	10.1	
10.64	Adobe Systems Incorporated Executive Severance Plan in the Event of a Change of Control*	8-K	9/26/06	10.2	
31.1	Certification of Chief Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934				X
31.2	Certification of Chief Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934				X
32.1	Certification of Chief Executive Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934†				X
32.2	Certification of Chief Financial Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934†				X
100.INS	XBRL Instance††				X
100.SCH	XBRL Taxonomy Extension Schema††				X
100.CAL	XBRL Taxonomy Extension††				X
100.LAB	XBRL Taxonomy Extension Labels††				X
100.PRE	XBRL Taxonomy Extension††				X

* Compensatory plan or arrangement

** References to Exhibits 10.18 and 10.19 are to filings made by the Allaire Corporation. References to Exhibits 10.29 through 10.50 are to filings made by Macromedia, Inc.

† The certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q, are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Adobe Systems Incorporated under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

††Furnished not filed as stated in Part II, Item 5.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADOBE SYSTEMS INCORPORATED

By /s/ Randy Furr
Randy Furr,
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: October 11, 2006

SUMMARY OF TRADEMARKS

The following trademarks of Adobe Systems Incorporated, which may be registered in certain jurisdictions, are referenced in this Form 10-Q:

Adobe
Acrobat
Adobe LiveCycle
Adobe Acrobat Connect
ColdFusion
Flash
Flex
InDesign
Macromedia
Postscript
Adobe Reader

All other brand or product names are trademarks or registered trademarks of their respective holders.

CERTIFICATION

I, Bruce R. Chizen, Chief Executive Officer of the registrant, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Adobe Systems Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 11, 2006

/s/ BRUCE R. CHIZEN
Bruce R. Chizen
Chief Executive Officer

CERTIFICATION

I, Randy Furr, Executive Vice President and Chief Financial Officer of the registrant, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Adobe Systems Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 11, 2006

/s/ RANDY FURR
Randy Furr
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
RULE 13a-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Adobe Systems Incorporated (the “Registrant”) on Form 10-Q for the quarterly period ended September 1, 2006 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Bruce R. Chizen, Chief Executive Officer of the Registrant, certify, in accordance with Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) The Report, to which this certification is attached as Exhibit 32.1, fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: October 11, 2006

/s/ BRUCE R. CHIZEN
Bruce R. Chizen
Chief Executive Officer

A signed original of this written statement required by Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO
RULE 13a-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Adobe Systems Incorporated (the “Registrant”) on Form 10-Q for the quarterly period ended September 1, 2006 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Randy Furr, Executive Vice President and Chief Financial Officer of the Registrant, certify, in accordance with Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) The Report, to which this certification is attached as Exhibit 32.2, fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: October 11, 2006

/s/ RANDY FURR
Randy Furr
Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.