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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**Post-Effective Amendment No. 1**

to

## **FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## **ADOBE SYSTEMS INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

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

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345 Park Avenue  
San Jose, California 95110  
(408) 536-6000  
(Address of principal executive offices)

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### **1994 Stock Option Plan**

(Full title of the plan)

Murray J. Demo  
Senior Vice President and Chief Financial Officer  
Adobe Systems Incorporated  
345 Park Avenue  
San Jose, California 95110  
(408) 536-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:  
Stuart Fagin, Esq.  
Adobe Systems Incorporated  
345 Park Avenue  
San Jose, California 95110  
(408) 536-6000

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share (1)</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee (1)</b>
Stock Options and Common Stock (par value \$.0001)	3,926,142 shares	N/A	N/A	N/A

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(1) Shares being deregistered.

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## **DEREGISTRATION OF SHARES**

Effective immediately upon the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Registration No. 333-28207), the Registrant hereby deregisters 3,926,142 shares previously registered for sale under the Adobe Systems Incorporated 1994 Stock Option Plan (the "Plan"). The deregistered shares represent shares remaining available for grant upon the termination of the Plan and shares subject to options granted under the Plan that expired, were canceled or terminated without having been exercised. The Registrant adopted, effective April 9, 2003, the Adobe Systems Incorporated 2003 Equity Incentive Plan (the "2003 Plan"), which replaces the Plan. Under the terms of the 2003 Plan, the shares deregistered hereby are available for grant under the 2003 Plan. The registrant has registered an equal number of shares under a registration statement on Form S-8 for the 2003 Plan.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on August 15, 2003.

### ADOBE SYSTEMS INCORPORATED

By: /s/ Murray J. Demo

Murray J. Demo

Senior Vice President and Chief Financial  
Officer

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