

SMITH CHARLES L
Form 4
November 02, 2004

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH CHARLES L

(Last) (First) (Middle)

7 PORTER ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AVID TECHNOLOGY INC [AVID]

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

10/29/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP of Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/29/2004		M	250	A \$ 19	17,718	D
Common Stock	10/29/2004		M	1,703	A \$ 19.875	19,421	D
Common Stock	10/29/2004		M	100	A \$ 11.1875	19,521	D
Common Stock	10/29/2004		M	13,000	A \$ 21.4375	32,521	D
Common Stock	10/29/2004		M	3,750	A \$ 12.8	36,271	D

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Common Stock	10/29/2004	M	181	A	\$ 14.13	36,452	D
Common Stock	10/29/2004	M	11,016	A	\$ 22.01	47,468	D
Common Stock	10/29/2004	S	30,000	D	\$ 52.8955	17,468	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 19	10/29/2004		M	250	12/22/1996 ⁽¹⁾ 12/22/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.875	10/29/2004		M	1,703	08/01/1997 ⁽¹⁾ 08/01/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.1875	10/29/2004		M	100	01/29/1998 ⁽³⁾ 01/29/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.4375	10/29/2004		M	13,000	12/29/1999 ⁽¹⁾ 12/29/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.8	10/29/2004		M	3,750	10/17/2001 ⁽²⁾ 04/17/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.13	10/29/2004		M	181	09/06/2002 ⁽²⁾ 03/06/2012	Common Stock
	\$ 22.01	10/29/2004		M	11,016	07/10/2003 ⁽²⁾ 01/10/2013	

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CHARLES L 7 PORTER ROAD ANDOVER, MA 01810			VP of Worldwide Sales	

Signatures

Charles L.
Smith 11/02/2004

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% of the option becomes exercisable on the date listed in the "Date Exercisable" column; the remaining 75% becomes exercisable in 12 equal quarterly installments beginning three months after the date listed in the "Date Exercisable" column.
- (2) 12.5% of the option becomes exercisable on the date listed in the "Date Exercisable" column; the remaining 87.5% becomes exercisable in 42 equal monthly installments thereafter.
- (3) The option becomes fully exercisable one year from the date of grant.

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

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