

GREENFIELD GARY G  
Form 4  
February 28, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GREENFIELD GARY G

2. Issuer Name and Ticker or Trading Symbol  
AVID TECHNOLOGY, INC.  
[AVID]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
AVID TECHNOLOGY, INC., 75  
NETWORK DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO and President

(Street)  
BURLINGTON, MA 01803

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Common Stock                    | 02/24/2012                           |  | A                              |   | 50,000<br>(1)   | A  | \$ 0 191,338 D                    |

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

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SEC 1474  
(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 11.71   | 02/24/2012                           |  | A                              | 380,000   | <u>(2)</u>   | 02/24/2019  | Common Stock | 380,000              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| GREENFIELD GARY G<br>AVID TECHNOLOGY, INC.<br>75 NETWORK DRIVE<br>BURLINGTON, MA 01803 | X             |           | Chairman, CEO and President |       |

## Signatures

/s/ John S. LaMountain as Attorney-in-Fact for Gary G. Greenfield 02/28/2012

\_\_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).  
Represents restricted stock unit award that will vest on a time-based schedule as follows: 25% of the shares vest on the first anniversary of the grant date and the remaining 75% of the shares vest in equal 6.25% installments every three months thereafter ending on the fourth anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date. Each restricted stock unit represents a contingent right to receive one share of AVID common stock. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each vesting date.  
(1) anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date. Each restricted stock unit represents a contingent right to receive one share of AVID common stock. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each vesting date.  
These shares will vest on a time-based schedule as follows: 25% of the shares will vest on the first anniversary of the grant date and the remaining 75% of the shares will vest in equal 6.25% installments every three months thereafter ending on the fourth anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date.  
(2) remaining 75% of the shares will vest in equal 6.25% installments every three months thereafter ending on the fourth anniversary of the grant date provided the Reporting Person is still employed by the Company on each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.