

ROCKWELL MICHAEL J
Form 4
November 02, 2004

FORM 4

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

OMB APPROVAL

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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 *
ROCKWELL MICHAEL J

(Last) (First) (Middle)
50 HIDDEN 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
 Officer (give title below) _____ Other (specify below)
SVP & Chief Technology Officer

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/29/2004		M		6,250 A \$ 12.8	6,250	D
Common Stock	10/29/2004		M		7,626 A \$ 14.13	13,876	D
Common Stock	10/29/2004		M		1,225 A \$ 14.13	15,101	D
Common Stock	10/29/2004		M		14,899 A \$ 22.01	30,000	D
Common Stock	10/29/2004		S		8,936 D \$ 52.05	21,064	D

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Common Stock	10/29/2004	S	200	D	\$ 52.07	20,864	D
Common Stock	10/29/2004	S	1,500	D	\$ 52.11	19,364	D
Common Stock	10/29/2004	S	100	D	\$ 52.12	19,264	D
Common Stock	10/29/2004	S	400	D	\$ 52.13	18,864	D
Common Stock	10/29/2004	S	2,100	D	\$ 52.15	16,764	D
Common Stock	10/29/2004	S	700	D	\$ 52.17	16,064	D
Common Stock	10/29/2004	S	200	D	\$ 52.16	15,864	D
Common Stock	10/29/2004	S	200	D	\$ 52.18	15,664	D
Common Stock	10/29/2004	S	900	D	\$ 52.21	14,764	D
Common Stock	10/29/2004	S	100	D	\$ 52.2	14,664	D
Common Stock	10/29/2004	S	100	D	\$ 52.19	14,564	D
Common Stock	10/29/2004	S	500	D	\$ 52.3	14,064	D
Common Stock	10/29/2004	S	300	D	\$ 52.25	13,764	D
Common Stock	10/29/2004	S	100	D	\$ 52.31	13,664	D
Common Stock	10/29/2004	S	100	D	\$ 52.32	13,564	D
Common Stock	10/29/2004	S	400	D	\$ 52.33	13,164	D
Common Stock	10/29/2004	S	300	D	\$ 52.41	12,864	D
Common Stock	10/29/2004	S	400	D	\$ 52.35	12,464	D
Common Stock	10/29/2004	S	200	D	\$ 52.36	12,264	D
Common Stock	10/29/2004	S	200	D	\$ 52.4	12,064	D

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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)
Non-Qualified Stock Option (right to buy)	\$ 12.8	10/29/2004		M	6,250	10/17/2001 ⁽¹⁾ 04/17/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 14.13	10/29/2004		M	7,626	09/06/2002 ⁽¹⁾ 03/06/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.13	10/29/2004		M	1,225	09/06/2002 ⁽¹⁾ 03/06/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.01	10/29/2004		M	14,899	07/10/2003 ⁽¹⁾ 01/10/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCKWELL MICHAEL J 50 HIDDEN ROAD ANDOVER, MA 01810			SVP & Chief Technology Officer	

Signatures

Mike Rockwell 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) 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.

Remarks:

This is the first of two Forms 4 filed by the reporting person on the same day.

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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