

SMITH CHARLES L

Form 4

November 19, 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

OMB
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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)
11/17/2004

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)

General Manager Video Division

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/17/2004		M		8,449	A	\$ 29	25,917	D
Common Stock	11/17/2004		M		4,584	A	\$ 9.96	30,501	D
Common Stock	11/17/2004		M		3,273	A	\$ 14.13	33,774	D
Common Stock	11/17/2004		M		7,318	A	\$ 22.01	41,092	D
Common Stock	11/17/2004		S		8,024	D	\$ 56.6	33,068	D

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Common Stock	11/17/2004	S	2,400	D	\$ 56.63	30,668	D
Common Stock	11/17/2004	S	500	D	\$ 56.62	30,168	D
Common Stock	11/17/2004	S	8,900	D	\$ 56.65	21,268	D
Common Stock	11/17/2004	S	300	D	\$ 56.64	20,968	D
Common Stock	11/17/2004	S	600	D	\$ 56.72	20,368	D
Common Stock	11/17/2004	S	100	D	\$ 56.71	20,268	D
Common Stock	11/17/2004	S	2,800	D	\$ 56.7	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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29	11/17/2004		M		8,449		01/30/1999 ⁽¹⁾	01/30/2008	Common Stock	8,449
Incentive Stock Option (right to buy)	\$ 9.96	11/17/2004		M		4,584		02/28/2002 ⁽²⁾	08/30/2011	Common Stock	4,584
Incentive Stock Option (right to buy)	\$ 14.13	11/17/2004		M		3,256		09/06/2002 ⁽²⁾	03/06/2012	Common Stock	3,256

Non-Qualified Stock Option (right to buy)	\$ 14.13	11/17/2004	M	17	09/06/2002 ⁽²⁾	03/06/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.01	11/17/2004	M	7,318	07/10/2003 ⁽²⁾	01/10/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CHARLES L 7 PORTER ROAD ANDOVER, MA 01810			General Manager Video Division	

Signatures

Charles L.
Smith 11/19/2004

__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.

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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