

AVID TECHNOLOGY, INC.
 Form 4
 May 16, 2014

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 *
GAHAGAN CHRISTOPHER C.

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)
05/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP of Products & Technology

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 7.82	05/14/2014	A		180,000		<u>(1)</u>	05/14/2021	Common Stock	180,000
Employee Stock Option (Right to Buy)	\$ 7.4	05/14/2014	A		180,000		<u>(2)</u>	05/14/2021	Common Stock	180,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAHAGAN CHRISTOPHER C. AVID TECHNOLOGY, INC. 75 NETWORK DRIVE BURLINGTON, MA 01803			SVP of Products & Technology	

Signatures

/s/ John S. LaMountain as Attorney-in-Fact for Christopher C. Gahagan 05/16/2014

**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).

The option vests as follows: (i) on the date the Company's registration statement covering the exercise of the option is effective (the "Effective Date") the vested number of shares shall equal (A) 33.33% of the shares plus (B) an additional 8.25% of the shares for each (1) three-month period, starting from February 12, 2014 that is completed on or before the Effective Date, and (ii) thereafter the shares shall vest in equal installments of 8.25% of the shares upon the conclusion of each three-month period (starting from February 12, 2014) that ends after the Effective Date; provided that the officer is employed by the Company on such vesting date.

The option vests as follows: (i) on the later of the Effective Date or February 12, 2015, the vested number of shares shall equal (A) 33.33% of the shares plus (B) an additional 8.25% of the shares for each three-month period, if any, starting from February 12, 2015, that (2) is completed on or before the Effective Date, and (ii) thereafter the shares shall vest in equal installments of 8.25% of the shares upon the conclusion of each three-month period (starting from February 12, 2015) that ends after the Effective Date; provided that the officer is employed by the Company on 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.