

JASPER N WILLIAM JR
 Form 4
 December 20, 2005

FORM 4

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

OMB APPROVAL
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 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 *
JASPER N WILLIAM JR

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
 Symbol
Dolby Laboratories, Inc. [DLB]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

**C/O DOLBY LABORATORIES,
 INC., 100 POTRERO AVENUE**

3. Date of Earliest Transaction
 (Month/Day/Year)
12/16/2005

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

President and CEO

(Street)

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

SAN FRANCISCO, CA 94103

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock ⁽¹⁾	12/16/2005		C		5,000 A \$ 0 6,000	D	
Class A Common Stock	12/16/2005		C		5,000 A \$ 0 5,000	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005		S		1,500 D \$ 17.8 3,500	I	By Kristen L. McFarland

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Class A Common Stock	12/16/2005	S	1,500	D	\$ 17.85	2,000	I	2004 Irrevocable Trust By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005	S	500	D	\$ 17.78	1,500	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005	S	300	D	\$ 17.81	1,200	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005	S	200	D	\$ 17.82	1,000	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005	S	900	D	\$ 17.91	100	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005	S	100	D	\$ 17.92	0	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class A Common Stock	12/16/2005	S	500	D	\$ 17.88	5,500	D	
Class A Common Stock	12/16/2005	S	500	D	\$ 17.9	5,000	D	
	12/16/2005	S	1,200	D	\$ 18	3,800	D	

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Class A Common Stock							
Class A Common Stock	12/16/2005		S	800	D	\$ 18.01	3,000 D
Class A Common Stock	12/16/2005		S	400	D	\$ 18.02	2,600 D
Class A Common Stock	12/16/2005		S	600	D	\$ 18.03	2,000 D
Class A Common Stock	12/16/2005		S	500	D	\$ 18.26	1,500 D
Class A Common Stock	12/16/2005		S	500	D	\$ 18.52	1,000 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)**

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)	
						Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 1.26	12/16/2005		M	5,000	<u>(2)</u>	11/18/2012	Class B Common Stock	5,000
Class B Common Stock	\$ 0 <u>(3)</u>	12/16/2005		M	5,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,000
Class B Common Stock	\$ 0 <u>(3)</u>	12/16/2005		C	5,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,000

Common
Stock

Common
Stock

Class B
Common
Stock

\$ 0 ⁽³⁾

12/16/2005

C

5,000

(3)

(3)

Class A
Common
Stock

5,000

Class B
Common
Stock

\$ 0 ⁽³⁾

(3)

(3)

Class A
Common
Stock

300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JASPER N WILLIAM JR C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103	X		President and CEO	

Signatures

/s/ Alan G. Smith,
Attorney-in-fact

12/20/2005

 **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) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at the election of the reporting person.
- (2) This option was granted for a total of 250,000 shares of Class B Common Stock. 1/4 of the total number of shares issuable under the option vests on each anniversary of January 1, 2003, the vesting commencement date.
- (3) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans.

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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