

HERNANDEZ LOUIS JR
 Form 4
 February 13, 2013

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 *
HERNANDEZ LOUIS JR

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**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/11/2013

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

BURLINGTON, MA 01803

(City) (State) (Zip)

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

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 or (D) Price | | | | |
| Common Stock | 02/11/2013 | | A | | 100,000 (1) | A | \$ 7.87 | 116,000 | 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)

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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) | \$ 7.87 | 02/11/2013 | | A | 100,000 | <u>(2)</u> | 02/11/2020 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HERNANDEZ LOUIS JR AVID TECHNOLOGY, INC. 75 NETWORK DRIVE BURLINGTON, MA 01803 | X | | President & CEO | |

Signatures

/s/ John S. LaMountain as Attorney-in-Fact for Louis Hernandez, Jr.

02/13/2013

**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.
 - (2) The option vests in equal 6.25% increments every three months, with the first vesting date on May 11, 2013, 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.

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