

AVID TECHNOLOGY INC
 Form 4
 January 05, 2009

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 *
BLUM CAPITAL PARTNERS LP

(Last) (First) (Middle)

909 MONTGOMERY STREET, SUITE 400

(Street)

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AVID TECHNOLOGY INC [AVID]

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

01/02/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 182,694 | D (2) (8) | |
| Common Stock | | | | | 337,161 | D (3) (8) | |
| Common Stock | | | | | 415,720 | D (5) (8) | |
| Common Stock | | | | | 111,289 | D (7) (8) | |
| Common Stock | | | | | 4,100,000 | D (9) | |

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| | | | | | | | | |
|--------------|------------|--|-------------------|---------|---|-------------------------|---------------------------------|------|
| Common Stock | | | | | | 2,157,849 | D ⁽¹⁰⁾ | |
| Common Stock | | | | | | 86,100 | I ⁽¹³⁾ | (13) |
| Common Stock | | | | | | 86,100 | I ⁽¹⁴⁾ | (14) |
| Common Stock | 01/02/2009 | | J ⁽¹⁵⁾ | 2,269 | A | ⁽¹⁵⁾ 6,068 | D ⁽¹⁾ ⁽⁸⁾ | |
| Common Stock | 01/02/2009 | | J ⁽¹⁵⁾ | 226,900 | D | ⁽¹⁵⁾ 0 | D ⁽⁴⁾ ⁽⁸⁾ | |
| Common Stock | 01/02/2009 | | J ⁽¹⁵⁾ | 329,840 | D | ⁽¹⁵⁾ 0 | D ⁽¹¹⁾ | |
| Common Stock | 01/02/2009 | | J ⁽¹⁵⁾ | 103,364 | A | ⁽¹⁵⁾ 103,364 | D ⁽¹²⁾ | |
| Common Stock | 01/02/2009 | | J ⁽¹⁵⁾ | 207,241 | D | ⁽¹⁵⁾ 345,185 | D ⁽⁶⁾ ⁽⁸⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| Code V | (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

| | |
|--|---|
| BLUM CAPITAL PARTNERS LP 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | X |
| RICHARD C BLUM & ASSOCIATES INC 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | X |
| Blum Strategic GP III, L.L.C. 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | X |
| Blum Strategic GP IV, L.L.C. 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | X |
| Saddlepoint Partners GP, L.L.C. 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | X |

Signatures

See Attached
Signature Page

01/05/2009

**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) These shares are directly owned by Blum LP. They may be deemed to be owned indirectly by RCBA Inc., as described in Note (8). RCBA Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (2) These shares are owned directly by BK Capital Partners IV, L.P.
- (3) These shares are owned directly by Stinson Capital Partners, L.P.
- (4) These shares are owned directly by Stinson Capital Partners A, L.P.
- (5) These shares are owned directly by Stinson Capital Partners L, L.P.
- (6) These shares are owned directly by Stinson Capital Partners (QP), L.P.
- (7) These shares are owned directly by Stinson Dominion, L.P.
- (8) These shares may be deemed to be owned indirectly by the following parties: (i) Blum Capital Partners, L.P. ("Blum LP"), the general partner of the limited partnerships described in Notes (2), (3), (4), (5), (6) and (7); and (ii) Richard C. Blum & Associates, Inc. ("RCBA Inc."), the general partner of Blum LP. Blum LP and RCBA Inc. disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (9) These shares are owned directly by Blum Strategic Partners III, L.P. ("Strategic III"). The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP III, L.P. ("Blum GP III LP"), the general partner of Strategic III, and (ii) Blum Strategic GP III, L.L.C. ("Blum GP III"), the general partner of Blum GP III LP. Both Blum GP III LP and Blum GP III disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (10) These shares are owned directly by Blum Strategic Partners IV, L.P. ("Strategic IV"). The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP IV, L.P. ("Blum GP IV LP"), the general partner of Strategic IV, and (ii) Blum Strategic GP IV,

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L.L.C. ("Blum GP IV"), the general partner of Blum GP IV LP. Both Blum GP IV LP and Blum GP IV disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

- (11) These shares are owned directly by Saddlepoint Partners (Cayman), L.P. ("Saddlepoint"). The shares also may be deemed to be owned indirectly by (i) Saddlepoint Partners GP, L.L.C. ("Saddlepoint GP"), the general partner of Saddlepoint; (ii) Blum LP, the managing member of Saddlepoint GP; and (iii) RCBA Inc., the general partner of Blum LP. Saddlepoint GP, Blum LP and RCBA Inc. disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

- (12) These shares are owned directly by Saddlepoint Equity, L.L.C. ("Saddlepoint Equity"). The shares also may be deemed to be owned indirectly by (i) Saddlepoint Partners GP, L.L.C. ("Saddlepoint GP"), the managing member of Saddlepoint Equity; (ii) Blum LP, the managing member of Saddlepoint GP; and (iii) RCBA Inc., the general partner of Blum LP. Saddlepoint GP, Blum LP and RCBA Inc. disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

- (13) These shares are owned directly by The Nuclear Decommissioning Trust of Dominion Nuclear Connecticut, Inc. ("Dominion Connecticut"). Dominion Connecticut disclaims membership in a group with any of the Reporting Persons and therefore is not subject to Section 16. Blum LP, a registered investment advisor, has voting and investment discretion with respect to the shares owned by Dominion Connecticut, but no Reporting Person has a reportable pecuniary interest in any of the shares owned by Dominion Connecticut.

- (14) These shares are owned directly by the Virginia Electric and Power Company Qualified Nuclear Decommissioning Trust ("Virginia Electric"). Virginia Electric disclaims membership in a group with any of the Reporting Persons and therefore is not subject to Section 16. Blum LP, a registered investment advisor, has voting and investment discretion with respect to the shares owned by Virginia Electric, but no Reporting Person has a reportable pecuniary interest in any of the shares owned by Virginia Electric.

- (15) On December 31, 2008 and January 2, 2009, the Reporting Persons distributed, on a pro rata basis, 431,872 shares of Common Stock to limited partners in two of the limited partnerships for which Blum LP serves as the general partner, 329,840 shares to limited partners in one of the limited partnerships for which Saddlepoint GP serves as the general partner and transferred 2,269 shares to Blum LP.

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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