

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>SMITH CHARLES L</u>			2. Issuer Name and Ticker or Trading Symbol <u>AVID TECHNOLOGY INC</u> [<u>AVID</u>]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Worldwide Sales</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
7 PORTER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>ANDOVER</u>	<u>MA</u>	<u>01810</u>						
(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			
Common Stock	10/29/2004		M		250	A	\$19	17,718	D	
Common Stock	10/29/2004		M		1,703	A	\$19.875	19,421	D	
Common Stock	10/29/2004		M		100	A	\$11.1875	19,521	D	
Common Stock	10/29/2004		M		13,000	A	\$21.4375	32,521	D	
Common Stock	10/29/2004		M		3,750	A	\$12.8	36,271	D	
Common Stock	10/29/2004		M		181	A	\$14.13	36,452	D	
Common Stock	10/29/2004		M		11,016	A	\$22.01	47,468	D	
Common Stock	10/29/2004		S		30,000	D	\$52.8955	17,468	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$19	10/29/2004		M			250	12/22/1996 ⁽¹⁾	12/22/2005	Common Stock	250	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$19.875	10/29/2004		M			1,703	08/01/1997 ⁽¹⁾	08/01/2006	Common Stock	1,703	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.1875	10/29/2004		M			100	01/29/1998 ⁽³⁾	01/29/2007	Common Stock	100	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.4375	10/29/2004		M			13,000	12/29/1999 ⁽¹⁾	12/29/2008	Common Stock	13,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$12.8	10/29/2004		M			3,750	10/17/2001 ⁽²⁾	04/17/2011	Common Stock	3,750	\$0	3,750	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$14.13	10/29/2004		M			181	09/06/2002 ⁽²⁾	03/06/2012	Common Stock	181	\$0	33	D	
Non-Qualified Stock Option (right to buy)	\$22.01	10/29/2004		M			11,016	07/10/2003 ⁽²⁾	01/10/2013	Common Stock	11,016	\$0	23,583	D	

Explanation of Responses:

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.
3. The option becomes fully exercisable one year from the date of grant.

Remarks:

Charles L. Smith

11/02/2004

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.