

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

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| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>SMITH CHARLES L</u> (Last) (First) (Middle) <u>7 PORTER ROAD</u> (Street) <u>ANDOVER MA 01810</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AVID TECHNOLOGY INC [AVID]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2003</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>VP of Worldwide Sales</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
|--|---|--|

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 | 12/16/2003 | | M | | 11,000 | A | \$14.5 | 11,000 | D | |
| Common Stock | 12/16/2003 | | M | | 2,916 | A | \$9.96 | 13,916 | D | |
| Common Stock | 12/16/2003 | | M | | 3,552 | A | \$14.13 | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Incentive Stock Option (right to buy) | \$14.5 | 12/16/2003 | | M | | 11,000 | 11/03/2006 ⁽²⁾ | 05/03/2010 | Common Stock | 11,000 | \$0 | 8,125 | D | |
| Incentive Stock Option (right to buy) | \$9.96 | 12/16/2003 | | M | | 2,916 | 02/28/2002 ⁽¹⁾ | 08/30/2011 | Common Stock | 2,916 | \$0 | 8,750 | D | |
| Incentive Stock Option (right to buy) | \$14.13 | 12/16/2003 | | M | | 3,552 | 09/06/2002 ⁽¹⁾ | 03/06/2012 | Common Stock | 3,552 | \$0 | 8,239 | D | |

Explanation of Responses:

1. 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.
2. 25% of the option becomes exercisable on the date listed in the "Date Exercisable" column; the remaining 75% becomes exercisable in three equal six month installments thereafter.

Remarks:

Charles L. Smith

12/18/2003

** 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.