

Dolby Laboratories, Inc.
Form 4
February 20, 2008

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 *
Anderson Mark S

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP, Gen. Coun. & Secry.

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock ⁽¹⁾ | 02/15/2008 | | C | | 9,375 | A | \$ 0 15,375 |
| Class A Common Stock | 02/15/2008 | | M | | 10,625 | A | \$ 0 26,000 |
| Class A Common Stock | 02/15/2008 | | S | | 900 | D | \$ 45.75 25,100 |
| Class A Common | 02/15/2008 | | S | | 300 | D | \$ 45.76 24,800 |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 02/15/2008 | S | 2,300 | D | \$ 45.77 | 22,500 | D |
| Class A Common Stock | 02/15/2008 | S | 100 | D | \$ 45.78 | 22,400 | D |
| Class A Common Stock | 02/15/2008 | S | 100 | D | \$ 45.79 | 22,300 | D |
| Class A Common Stock | 02/15/2008 | S | 300 | D | \$ 45.81 | 22,000 | D |
| Class A Common Stock | 02/15/2008 | S | 1,600 | D | \$ 45.87 | 20,400 | D |
| Class A Common Stock | 02/15/2008 | S | 400 | D | \$ 45.91 | 20,000 | D |
| Class A Common Stock | 02/15/2008 | S | 1,900 | D | \$ 45.94 | 18,100 | D |
| Class A Common Stock | 02/15/2008 | S | 3,700 | D | \$ 45.95 | 14,400 | D |
| Class A Common Stock | 02/15/2008 | S | 200 | D | \$ 45.96 | 14,200 | D |
| Class A Common Stock | 02/15/2008 | S | 200 | D | \$ 45.99 | 14,000 | D |
| Class A Common Stock | 02/15/2008 | S | 600 | D | \$ 46.37 | 13,400 | D |
| Class A Common Stock | 02/15/2008 | S | 500 | D | \$ 46.38 | 12,900 | D |
| Class A Common Stock | 02/15/2008 | S | 500 | D | \$ 46.39 | 12,400 | D |
| Class A Common Stock | 02/15/2008 | S | 100 | D | \$ 46.42 | 12,300 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|------------|----------------------|---|
| Class A Common Stock | 02/15/2008 | S | 200 | D | \$ 46.43 | 12,100 | D |
| Class A Common Stock | 02/15/2008 | S | 100 | D | \$ 46.44 | 12,000 | D |
| Class A Common Stock | 02/15/2008 | S | 100 | D | \$ 46.71 | 11,900 | D |
| Class A Common Stock | 02/15/2008 | S | 1,900 | D | \$ 46.82 | 10,000 | D |
| Class A Common Stock | 02/15/2008 | S | 2,000 | D | \$ 46.8325 | 8,000 | D |
| Class A Common Stock | 02/15/2008 | S | 2,000 | D | \$ 46.82 | 6,000 ⁽²⁾ | D |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 28.13 | 02/15/2008 | | M | | ⁽³⁾ | 11/14/2016 | Class A Common Stock | 10,625 |
| Employee Stock Option (Right to Buy) | \$ 2.08 | 02/15/2008 | | M | | ⁽⁴⁾ | 12/04/2013 | Class B Common Stock | 9,375 |

| | | | | | | | | |
|----------------------------|---------------------|------------|---|-------|------------|------------|----------------------------|-------|
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 02/15/2008 | M | 9,375 | <u>(5)</u> | <u>(5)</u> | Class A Common Stock | 9,375 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 02/15/2008 | C | 9,375 | <u>(5)</u> | <u>(5)</u> | Class A Common Stock | 9,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Mark S C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103 | | | EVP, Gen. Coun. & Secrty. | |

Signatures

/s/ Alan G. Smith,
Attorney-in-fact
Date: 02/20/2008

**Signature of Reporting Person

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) Shares held following the reported transactions, but none of the shares reported as sold, include 6,000 restricted stock units, which are subject to forfeiture until they vest.
- (3) This option was granted for a total of 50,000 shares of Class A Common Stock. 1/4 of the total number of shares issuable under the option vests on each anniversary of November 14, 2006, the vesting commencement date.
- (4) This option was granted for a total of 37,500 shares of Class B Common Stock. 1/4 of the total number of shares issuable under the option becomes exercisable on each anniversary of January 1, 2004, the vesting commencement date.
- (5) 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 a Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.