

ADAPTEC INC
Form 4/A
August 19, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Sundaresh Subramanian

(Last) (First) (Middle)
691 SOUTH MILPITAS BLVD.

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADAPTEC INC [ADPT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/06/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	08/04/2008 ⁽¹⁾		A		75,000 <u>(1)</u>	A	\$ 0.001	368,194	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)

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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 Security (Instr. 3 and 4)	8. Amount and Number of Shares
Incentive Stock Option (right to buy)	\$ 3.78	08/04/2008		A	26,455	(2) 08/04/2015	Common Stock	26,455
Non-Qualified Stock Option (right to buy)	\$ 3.78	08/04/2008		A	133,545	(2) 08/04/2015	Common Stock	133,545

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sundaresh Subramanian 691 SOUTH MILPITAS BLVD. MILPITAS, CA 95035			President & CEO	

Signatures

/s/ Subramanian
Sundaresh 08/19/2008

__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) Represents a Restricted Stock Award for 75,000 shares of common stock that vests in two (2) annual installments with thirty-three and one-thirds percent (33.33%) vesting on 08/04/2009 and sixty-six and two-thirds percent (66.66%) vesting on 08/04/2010.
For purposes of clarity, this report restates (in its entirety) the report previously filed on 08/06/2008 to correct an error in footnote 2 regarding the option fully vested date contained in the originally filed Form 4. Footnote 2 is amended to read as follows, "Adaptec granted Mr. Sundaresh stock options to purchase an aggregate of 160,000 shares of common stock on 08/04/2008, of which options to purchase 26,455 shares are Incentive Stock Options and options to purchase 133,545 are Non-Qualified Stock Options. All of these options vest with respect to 8.33% of the total underlying shares at the end of each three-month period, such that the options will be fully vested on 08/04/2011. The options will expire on 08/04/2015."
- (2)

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.