

Dolby Laboratories, Inc.

Form 4

December 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERMAN MARK ANDREW

(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)

12/16/2013

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 ____ Other (specify
below) below)

EVP, GEN. COUN. & SECRTY

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)
Class A Common Stock	12/16/2013		A	13,927	A (2) \$ 0	72,849 (1)	D
Class A Common Stock	12/16/2013		F(4)	1,842	D \$ 37.35	71,007 (5)	D
Class A Common Stock	12/18/2013		S	2,293	D \$ 37.37	68,714 (5)	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)	\$ 37.35	12/16/2013		A		74,037		<u>(3)</u>	12/16/2023	Class A Common Stock	74,037

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHERMAN MARK ANDREW C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103	EVP, GEN. COUN. & SECRTY

Signatures

/s/ Daniel Rodriguez, Attorney-in-fact for Mark Andrew
Sherman

12/18/2013

__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) Shares held following the reported transactions, include 71,441 restricted stock units, which are subject to forfeiture until they vest.

Award represents a total of 13,927 restricted stock units granted under the terms of the Issuer's 2005 Stock Plan. Under the terms of the
(2) restricted stock unit grant agreement, 1/4 of the total number of units shall vest on each anniversary of December 16, 2013. Each unit represents a contingent right to receive one share of the Issuer's Class A Common Stock upon vesting.

(3) This option was granted for a total of 74,037 shares of Class A Common Stock. 1/4 of the total number of shares issuable under the option vests on the first anniversary of December 16, 2013, the vesting commencement date, and the balance of the shares in equal

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monthly installments over the next 36 months thereafter.

- (4) In accordance with Rule 16b-3, shares reported as disposed of were withheld by the Issuer and not issued to the reporting person in order to cover withholding taxes incident to the vesting of restricted stock units.
- (5) Shares held following the reported transactions, include 66,541 restricted stock units, which are subject to forfeiture until they vest.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

****The sale reported in this Form 4 for December 18, 2013 was 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.

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