

Dolby Laboratories, Inc.
Form 4/A
December 21, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dolby Ray

(Last) (First) (Middle)

100 POTRERO AVENUE

(Street)

SAN FRANCISCO, CA 94103-4813

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Dolby Laboratories, Inc. [DLB]

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

12/21/2006

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

12/21/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)	(Instr. 15)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(5)	12/21/2006	J(6)		0		(4)	(4)	Class A Common Stock	63,379,670	S
Class B Common Stock	(5)	12/21/2006	J(6)		0		(4)	(4)	Class A Common Stock	2,310,165	S
Class B Common Stock	(5)	12/21/2006	J(6)		0		(4)	(4)	Class A Common Stock	2,310,165	S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dolby Ray 100 POTRERO AVENUE SAN FRANCISCO, CA 94103-4813	X	X	Chairman of the Board	

Signatures

/s/ Ray Dolby 12/21/2006
 **Signature of Date
 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) Reflects 63,379,670 shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Ray Dolby, as Trustee, of the Ray Dolby Trust under the Dolby Family Instrument dated May 7, 1999 ("the 1999 Trust"). Includes 46,670 shares acquired by the 1999 Trust on December 21, 2006 as a result of the prorata partnership distribution by Ray and Dagmar Dolby Investments, L.P. (the "Partnership"). Ray Dolby, as Trustee of the 1999 Trust, holds voting and investment power over the shares held by the 1999 Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(2) Reflects 2,310,165 shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Ray Dolby, as Trustee, of the Ray Dolby 2002 Trust A dated April 19, 2002 (the "2002 Trust A") acquired on December 21, 2006 as a result of the prorata partnership distribution by the Partnership. Ray Dolby, as Trustee of the 2002 Trust A, holds investment, but not voting, power over the shares held by the 2002 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(3)

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Reflects 2,310,165 shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Ray Dolby, as Trustee, of the Ray Dolby 2002 Trust B dated April 19, 2002 (the "2002 Trust B") acquired on December 21, 2006 as a result of the prorata partnership distribution by the Partnership. Ray Dolby, as Trustee of the 2002 Trust B, holds investment, but not voting, power over the shares held by the 2002 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (4) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.
- (5) 1-for-1
- (6) On December 21, 2006, 4,667,000 shares of Class B Common Stock held of record by the Partnership were distributed prorata to the partners, namely the 1999 Trust, the 2002 Trust A and the 2002 Trust B. The 1999 Trust is the general partner of the Partnership.

Remarks:

This amendment (i) corrects a transaction date, (ii) clarifies the reporting person is a 10% owner, and (iii) clarifies this report i

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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