

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>JASPER N WILLIAM JR</b>  (Last) (First) (Middle) <b>C/O DOLBY LABORATORIES, INC.</b> <b>100 POTRERO AVENUE</b>  (Street) <b>SAN FRANCISCO CA 94103</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Dolby Laboratories, Inc. [ DLB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/01/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock <sup>(1)</sup>	02/01/2006		C		10,000	A	\$0	11,000	D	
Class A Common Stock	02/01/2006		S		1,000	D	\$20.32	10,000	D	
Class A Common Stock	02/01/2006		S		500	D	\$20.49	9,500	D	
Class A Common Stock	02/01/2006		S		500	D	\$20.5	9,000	D	
Class A Common Stock	02/01/2006		S		800	D	\$20.55	8,200	D	
Class A Common Stock	02/01/2006		S		200	D	\$20.58	8,000	D	
Class A Common Stock	02/01/2006		S		1,900	D	\$20.6	6,100	D	
Class A Common Stock	02/01/2006		S		100	D	\$20.64	6,000	D	
Class A Common Stock	02/01/2006		S		900	D	\$20.8	5,100	D	
Class A Common Stock	02/01/2006		S		100	D	\$20.85	5,000	D	
Class A Common Stock	02/01/2006		S		1,000	D	\$20.95	4,000	D	
Class A Common Stock	02/01/2006		S		1,000	D	\$21	3,000	D	
Class A Common Stock	02/01/2006		S		700	D	\$21.06	2,300	D	
Class A Common Stock	02/01/2006		S		300	D	\$21.08	2,000	D	
Class A Common Stock	02/01/2006		S		1,000	D	\$21.1	1,000	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
Class B Common Stock	\$0 <sup>(2)</sup>	02/01/2006		C		10,000	(2)	(2)	Class A Common Stock	10,000	\$0	337,500	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$0 <sup>(2)</sup>							(2)	(2)	Class A Common Stock	95,000		95,000	I	By Kristen L. McFarland 2004 Irrevocable Trust
Class B Common Stock	\$0 <sup>(2)</sup>							(2)	(2)	Class A Common Stock	285,000		285,000	I	By N. William Jasper, Jr. 2004 Irrevocable Trust

**Explanation of Responses:**

- 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.
- 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.\*\*\*

/s/ Alan G. Smith, Attorney-in-fact 02/02/2006

\*\* 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.

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