

CITRIX SYSTEMS INC
Form 4
March 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DOW STEPHEN M

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670**

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITRIX SYSTEMS INC [CTXS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (A) or (D) Price		
Common Stock	03/14/2013		M		7,296	D	
Common Stock	03/14/2013		S		7,296 (1)	D	
Common Stock	03/14/2013		M		12,925	D	
Common Stock	03/14/2013		S		12,925 (1)	D	
	03/15/2013		M		2,704	I (4)	

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Common Stock								See Footnote	
Common Stock	03/15/2013		M	7,075	A	\$ 21.76	9,779	I ⁽⁴⁾	See Footnote
Common Stock							384,739	I ⁽⁵⁾	See Footnote

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right To Buy)	\$ 21.76	03/14/2013		M	12,925	07/02/2003 ⁽⁶⁾	06/02/2013	Common Stock	12,925
Stock Option (Right To Buy)	\$ 34.18	03/14/2013		M	7,296	07/02/2008 ⁽⁶⁾	06/02/2013	Common Stock	7,296
Stock Option (Right To Buy)	\$ 21.76	03/15/2013		M	7,075	07/02/2013 ⁽⁶⁾	06/02/2013	Common Stock	7,075
Stock Option (Right To Buy)	\$ 34.18	03/15/2013		M	2,704	07/02/2008 ⁽⁶⁾	06/02/2013	Common Stock	2,704

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DOW STEPHEN M
C/O SEVIN ROSEN FUNDS X
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

Signatures

John V. Jagers, As
Attorney-In-Fact 03/18/2013

__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) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$74.23-\$74.82.
- (3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$74.37-\$74.91.
- (4) Total common shares held by the Dow Family Trust ("Dow Trust"). Steve Dow ("Dow") is a trustee and beneficiary of the Dow Trust and is deemed to have sole dispositive power over the shares with no pecuniary interest.

Total common shares of 387,443, represents 327,239 common shares held by the Dow Trust, 50,000 shares held by Dow Investments L.P. ("Dow Investments") and 7,500 shares held by Dow Investments I L.P. ("Dow L.P."). The Dow Trust is the General Partner of Dow Investments. Dow is a trustee and beneficiary of the Dow Trust. Dow is a general partner of Dow L.P. and is deemed to have sole dispositive power over the shares with no pecuniary interest.
- (6) The stock options vest in equal monthly installments over a period of one year.

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.