

CITRIX SYSTEMS INC  
Form 4  
October 28, 2014

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DOW STEPHEN M**

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13355  
NOEL ROAD, SUITE 1350**

(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)  
**10/24/2014**

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                    | 10/24/2014                           |  | M                              | 8,495 A \$ 43.16  | 26,859  | D  |                                   |
| Common Stock                    | 10/24/2014                           |  | S                              | 8,495 (1) D \$ 61.7   | 18,364  | D  |                                   |
| Common Stock                    | 10/27/2014                           |  | M                              | 1,505 A \$ 43.16  | 19,869  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 376,739   | I (2)  | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right To Buy)                | \$ 43.16   | 10/24/2014                           |  | M                              | 8,495 <sup>(3)</sup>  | 07/01/2010 06/01/2015                                    | Common Stock  | 8,495                         |
| Stock Option (Right To Buy)                | \$ 43.16   | 10/27/2014                           |  | M                              | 1,505 <sup>(3)</sup>  | 07/01/2010 06/01/2015                                    | Common Stock  | 1,505                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

|   |   |
|---|---|
| DOW STEPHEN M<br>C/O SEVIN ROSEN FUNDS<br>13355 NOEL ROAD, SUITE 1350<br>DALLAS, TX 75240 | X |
|---|---|

## Signatures

John V. Jagers, As Attorney-In-Fact For Stephen M. Dow 10/28/2014

\_\_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) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.

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- Total common shares of 376,739 represents 319,239 common shares held by the Dow Family Trust ("Dow Trust"), 50,000 common shares held by Dow Investments L.P. ("Dow Investments") and 7,500 common shares held by Dow Investments I L.P. ("Dow L.P.").
- (2) Steve Dow ("Dow") is a trustee and beneficiary of the Dow Trust, the General Partner of Dow Investments, and a general partner of Dow L.P. Dow is deemed to have sole dispositive power over the shares with no pecuniary interest.
- (3) 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.

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