

FRIEDMAN DAVID R
Form 4
February 04, 2008

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 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 *
FRIEDMAN DAVID R

(Last) (First) (Middle)
851 WEST CYPRESS CREEK ROAD
(Street)

FORT LAUDERDALE, FL 33309

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2008

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 below) ___ Other (specify below)
SVP-HR, General Counsel & Sect

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/31/2008		M		39,813 A \$ 6.21	43,824 ⁽¹⁾	D
Common Stock	01/31/2008		M		5,834 A \$ 12	49,658	D
Common Stock	01/31/2008		S ⁽²⁾		45,647 D \$ 34.76 ⁽³⁾	4,011	D

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

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- All exercise of stock option and sale of shares reported on this Form 4 were to finance tax withholding payments as a result of certain
- (2) adverse tax consequences due to the Company's voluntary stock option investigation. For more details, please see the Company's Current Report on Form 8-K filed on January 31, 2008.
 - (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 \$34.65 to \$34.72.
- Grant of stock option equal to the number of shares that the reporting person exercised in connection with paying tax withholding
- (4) obligations as a result of certain adverse tax consequences due to the Company's voluntary stock option investigation. For more details, please see the Company's Current Report on Form 8-K filed on January 31, 2008.
 - (5) 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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