

FRIEDMAN DAVID R
 Form 4
 May 18, 2011

FORM 4

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

OMB APPROVAL

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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 *
 FRIEDMAN DAVID R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel & SVP, HR

FORT LAUDERDALE, FL 33309

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/16/2011		M		2,552 A \$ 18.05 73,703	D	
Common Stock	05/16/2011		S		2,552 (1) D \$ 82.785 71,151 (2)	D	
Common Stock	05/16/2011		M		2,206 A \$ 39.86 73,357	D	
Common Stock	05/16/2011		S		2,206 (1) D \$ 82.758 71,151 (3)	D	
	05/16/2011		M		6,500 A \$ 32.75 77,651	D	

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Common Stock							
Common Stock	05/16/2011	S	6,500 (1)	D	\$ 82.61 (4)	71,151	D
Common Stock	05/16/2011	M	6,418	A	\$ 26.64	77,569	D
Common Stock	05/16/2011	S	6,418 (1)	D	\$ 82.53 (5)	71,151	D
Common Stock	05/16/2011	M	12,310	A	\$ 20.09	83,461	D
Common Stock	05/16/2011	S	12,310 (1)	D	\$ 82.212 (6)	71,151	D

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

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(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
Stock Option (Right to Buy)	\$ 18.05	05/16/2011		M	2,552	08/01/2004 ⁽⁷⁾ 08/01/2013	Common Stock	2,552
Stock Option (Right to Buy)	\$ 39.86	05/16/2011		M	2,206	10/01/2008 ⁽⁸⁾ 10/01/2012	Common Stock	2,206
Stock Option (Right to Buy)	\$ 32.75	05/16/2011		M	6,500	04/30/2009 ⁽⁸⁾ 04/30/2013	Common Stock	6,500

Stock Option (Right to Buy)	\$ 26.64	05/16/2011	M	6,418	07/31/2009 ⁽⁸⁾	07/31/2013	Common Stock	6,418
Stock Option (Right to Buy)	\$ 20.09	05/16/2011	M	12,310	03/02/2010 ⁽⁸⁾	03/02/2014	Common Stock	12,310

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN DAVID R C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309			General Counsel & SVP, HR	

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for David R. Friedman

05/18/2011

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.
- (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 \$82.65-\$82.95.
- (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 \$82.72-\$82.82.
- (4) 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 \$82.50-\$82.82.
- (5) 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 \$82.28-\$82.77.
- (6) 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 \$82.02-\$82.42.
- (7) Stock Options vest at a rate of 25% of the shares underlying the option one year from the date of grant and at a rate of 2.08% monthly thereafter.
- (8) Stock options vest at a rate of 1/3 of the shares underlying the stock option one year from the date of grant and at a rate of 1/36 monthly thereafter.

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.