

Modi Nimish Harsukh
Form 4
February 08, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Modi Nimish Harsukh

2. Issuer Name **and** Ticker or Trading
Symbol
CADENCE DESIGN SYSTEMS
INC [CDNS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2655 SEELY AVENUE, BLDG 5
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2012

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr. Vice President - R&D

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock								30,080	I	Held by Trust ⁽¹⁾
Common Stock	02/06/2012		A ⁽²⁾		30,000	A	\$ 0	126,965	D ⁽³⁾	
Common Stock	02/06/2012		F		2,094	D	\$ 11.62	124,871	D	
Common Stock	02/08/2012		F ⁽⁵⁾		1,834	D	\$ 11.76	123,037	D	
Common Stock	02/08/2012		F ⁽⁵⁾		2,545	D	\$ 11.76	120,492	D	

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 11.62	02/06/2012		A	90,000	(4) 02/06/2019	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Modi Nimish Harsukh 2655 SEELY AVENUE, BLDG 5 SAN JOSE, CA 95134	Sr. Vice President - R&D

Signatures

James J. Cowie, Attorney-in-Fact for Nimish H. Modi
02/08/2012

**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) These securities are held by The Modi Family Revocable Trust dated 2/14/2007, with Nimish Modi and Parul Modi as trustees.
- (2) Grant of performance based incentive stock.
- (3) Amount of securities beneficially owned includes 701 shares acquired by the reporting person through the Employee Stock Purchase Plan on January 31, 2012.
- (4) Option vests at a rate of 1/48th per month.
- (5) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.

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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