

Huang Charlie X.
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 *
Huang Charlie X.

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)

SAN JOSE, CA 95134

(City)

(State)

(Zip)

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

02/06/2012

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

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

Sr.Vice President

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 Beneficial Ownership (Instr. 4)
Common Stock					11,372	I	Held by reporting person's spouse.
Common Stock					235,488	I	Held by Trust ⁽¹⁾
Common Stock					20,420	I	As Custodian for Children ⁽²⁾
	02/06/2012		A	A	\$ 0	119,110	D

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Common Stock				30,000 (3)			
Common Stock	02/06/2012	F	2,139 (5)	D	\$ 11.62	116,971	D
Common Stock	02/08/2012	F(5)	2,445	D	\$ 11.76	114,526	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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 11.62	02/06/2012		A	100,000	(4) 02/06/2019	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Huang Charlie X. 2655 SEELY AVENUE, BLDG 5 SAN JOSE, CA 95134	Sr.Vice President

Signatures

James J. Cowie, Attorney-in-Fact for Charlie X.
Huang
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 Huang-Zhang Trust U/A DTD 6/12/96, of which Reporting Person and Reporting Person's spouse are trustees.

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- (2) These securities are held in custodial accounts by Reporting Person's spouse for the children of Reporting Person and Reporting Person's spouse.
- (3) Grant of performance based incentive stock.
- (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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