

TEMPLETON MARK B
Form 4
December 16, 2009

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 *
TEMPLETON MARK B

(Last) (First) (Middle)

C/O CITRIX SYSTEMS, INC., 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)

12/14/2009

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)

CEO & President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	12/14/2009		S		\$ 38.452 <u>(2)</u>	D	
Common Stock	12/14/2009		M		\$ 22.5	D	
Common Stock	12/14/2009		M		\$ 23.75	D	
Common Stock ⁽¹⁾	12/14/2009		S		\$ 38.336 <u>(3)</u>	D	
	12/14/2009		M		\$ 23.83	D	

Common Stock								
Common Stock ⁽¹⁾	12/14/2009	S	45,789	D	\$ 38.293 ⁽³⁾	311,011	D	
Common Stock ⁽¹⁾	12/14/2009	S	100,000	D	\$ 38.335 ⁽⁴⁾	211,011	D	
Common Stock ⁽¹⁾	12/14/2009	S	4,211	D	\$ 38.4	206,800	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 Amount Number of Shares
Common Stock (Right to Buy)	\$ 22.5	12/14/2009		M	95,556	04/29/2006 ⁽⁵⁾ 04/29/2010	Common Stock 95,556
Common Stock (Right to Buy)	\$ 23.75	12/14/2009		M	50,000	11/06/2001 ⁽⁶⁾ 11/06/2010	Common Stock 50,000
Common Stock (Right to Buy)	\$ 23.83	12/14/2009		M	100,000	07/29/2006 ⁽⁵⁾ 07/29/2010	Common Stock 100,000

Reporting Owners

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

TEMPLETON MARK B
C/O CITRIX SYSTEMS, INC.
851 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

X

CEO & President

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for Mark B.
Templeton

12/16/2009

__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) The sales reported in this Form 4 were 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 \$38.26 to \$38.78.
- (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 \$38.10 to \$38.55.
- (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 \$38.10 to \$38.54.
- (5) 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.
- (6) Stock Options vest at a rate of 25% of the shares underlying the stock option one year from the date of grant and at a rate of 2.08% 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.