

HENSHALL DAVID J
Form 4
August 03, 2010

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 *
HENSHALL DAVID J

(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)
07/30/2010

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)
SVP & Chief Financial Officer

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Shares | 07/30/2010 | | M | | 27,500 A \$ 14.36 | 109,215 | D |
| Common Shares | 07/30/2010 | | S | | 25,000 (1) D \$ 54.872 (2) | 84,215 | D |
| Common Shares | 07/30/2010 | | S | | 2,500 (1) D \$ 55.525 (3) | 81,715 | D |
| Common Shares | 07/30/2010 | | M | | 42,515 A \$ 39.92 | 124,230 | D |
| | 07/30/2010 | | S | | | 87,215 | D |

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| | | | | | | | | |
|---------------|------------|---|--|---------------|---|------------------|------------|---|
| Common Shares | | | | 37,015 (1) | | \$ 54.854 (4) | | |
| Common Shares | 07/30/2010 | S | | 5,500 (1) | D | \$ 55.473 (5) | 81,715 | D |
| Common Shares | 07/30/2010 | M | | 43,750 | A | \$ 31.77 | 125,465 | D |
| Common Shares | 07/30/2010 | S | | 39,358 (1) | D | \$ 54.868 (6) | 86,107 | D |
| Common Shares | 07/30/2010 | S | | 4,392 (1) | D | \$ 55.522 (7) | 83,004 (8) | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
| Incentive Stock Option (Right to Buy) | \$ 14.36 | 07/30/2010 | | M | 27,500 | 04/14/2006 04/14/2013 | Common Stock |
| Stock Option (Right to Buy) | \$ 39.92 | 07/30/2010 | | M | 42,515 | 04/28/2007(9) 04/28/2011 | Common Stock |
| Stock Option (Right to Buy) | \$ 31.77 | 07/30/2010 | | M | 43,750 | 07/31/2007(9) 07/30/2011 | Common Shares |

| | | | | | | | |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|
| Stock Option (Right to Buy) | \$ 55.02 | 07/30/2010 | A | 37,500 | 07/30/2011 ⁽⁹⁾ | 07/30/2015 | Common Stock |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENSHALL DAVID J C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | SVP & Chief Financial Officer | |

Signatures

| | |
|--|---------------------|
| /s/Antonio G. Gomes, Attorney-in-Fact for David J. Henshall | 08/03/2010 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$54.32 to \$55.31.
 - (3) The shares sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$55.38 to \$55.82.
 - (4) The shares sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$54.27 to \$55.21.
 - (5) The shares sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$55.27 to \$55.82.
 - (6) The shares sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$54.32 to \$55.31.
 - (7) The shares sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$55.33 to \$55.82.
 - (8) Previously, the Reporting Person filed Forms 4 which incorrectly reported the amount of shares beneficially owned. These prior reports reflected a total of shares beneficially owned that was 1289 shares less than what was actually owned by the Reporting Person. Includes 237 shares acquired under the Citrix Systems, Inc. stock purchase plan on 7/30/2010.
 - (9) These 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.