XILINX INC Form 4 July 07, 2011

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

(Print or Type Responses)

1. Name and Address of Reporting Person * PENG VICTOR

(First) (Middle) (Last)

(State)

2100 LOGIC DRIVE

(Street)

SAN JOSE, CA 95124

(City)

1.Title of

2. Issuer Name and Ticker or Trading

Symbol

XILINX INC [XLNX] 3. Date of Earliest Transaction

(Month/Day/Year) 07/05/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr. Vice President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(T)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

0.5

Form filed by More than One Reporting Person

Issuer

below)

Director

Applicable Line)

Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Owned

Beneficially

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code (Month/Day/Year) (Instr. 8)

(Zip)

2. Transaction Date 2A. Deemed

Disposed of (D) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3) Price of Derivative

Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration

Title

Date

XLNX

Restricted Stock Unit

(1) 07/05/2011

A 14,500 07/05/2014⁽²⁾ 07/05/2018 COMMON

STOCK

An

or Nu of S

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner Officer Other

PENG VICTOR

2100 LOGIC DRIVE SAN JOSE, CA 95124

Sr. Vice President

Signatures

Victor Peng

07/05/2011

**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) Each RSU is converted on settlement into one share of common stock.
- Subject to the reporting person's continued employment, the RSUs will vest on the stated date, and shares of common stock will be issued in settlement of the RSUs on the stated date.

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.

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