

CITRIX SYSTEMS INC

Form 4

July 29, 2008

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOW STEPHEN M

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670**

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CITRIX SYSTEMS INC [CTXS]

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

07/25/2008

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)

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	(A) or (D)	Price		
Common Stock	07/25/2008		M		90,000	A	\$ 17.89	90,000	D
Common Stock	07/25/2008		S		447	D	\$ 26.37	89,553	D ⁽¹⁾
Common Stock	07/25/2008		S		5,000	D	\$ 26.25	84,553	D ⁽¹⁾
Common Stock	07/25/2008		S		200	D	\$ 26.06	84,353	D ⁽¹⁾
Common Stock	07/25/2008		S		2,137	D	\$ 26.05	82,216	D ⁽¹⁾

Edgar Filing: CITRIX SYSTEMS INC - Form 4

Common Stock	07/25/2008	S	100	D	\$ 25.91	82,116	D <u>(1)</u>
Common Stock	07/25/2008	S	4,900	D	\$ 25.9	77,216	D <u>(1)</u>
Common Stock	07/25/2008	S	10,300	D	\$ 25.7	66,916	D <u>(1)</u>
Common Stock	07/25/2008	S	5,000	D	\$ 25.68	61,916	D <u>(1)</u>
Common Stock	07/25/2008	S	400	D	\$ 25.6	61,516	D <u>(1)</u>
Common Stock	07/25/2008	S	12,333	D	\$ 25.28	49,183	D <u>(1)</u>
Common Stock	07/25/2008	S	9,700	D	\$ 25.25	39,483	D <u>(1)</u>
Common Stock	07/25/2008	S	5,700	D	\$ 25.2	33,783	D <u>(1)</u>
Common Stock	07/25/2008	S	200	D	\$ 25.16	33,583	D <u>(1)</u>
Common Stock	07/25/2008	S	4,100	D	\$ 25.15	29,483	D <u>(1)</u>
Common Stock	07/25/2008	S	5,000	D	\$ 25.1	24,483	D <u>(1)</u>
Common Stock	07/25/2008	S	5,000	D	\$ 25.35	19,483	D <u>(1)</u>
Common Stock	07/25/2008	S	4,483	D	\$ 25.3	15,000	D <u>(1)</u>
Common Stock	07/25/2008	S	100	D	\$ 24.96	14,900	D <u>(1)</u>
Common Stock	07/25/2008	S	1,100	D	\$ 24.95	13,800	D <u>(1)</u>
Common Stock	07/25/2008	S	5,000	D	\$ 24.89	8,800	D <u>(1)</u>
Common Stock	07/25/2008	S	3,800	D	\$ 24.9	5,000	D <u>(1)</u>
Common Stock	07/25/2008	S	5,000	D	\$ 25	0	D <u>(1)</u>
Common Stock						274,400	I <u>(2)</u>
Common Stock						9,999	D <u>(3)</u>
						136,050	I <u>(4)</u>

See
Footnote 2

Common
StockSee
Footnote 4

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.

SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 17.89	07/25/2008		M		90,000		11/02/2001	11/02/2008	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	X

Signatures

John V. Jagers, As
Attorney-In-Fact

07/29/2008

**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) Sale pursuant to a Rule 10b5-1 Trading Policy established by Mr. Dow on 10/31/2007 for the purpose of exercising stock options scheduled to expire 11/2/2008.

Edgar Filing: CITRIX SYSTEMS INC - Form 4

(2) Total common shares of 274,400 represents 266,900 of such common shares held by the Dow Family Trust (the "Dow Trust"). Stephen M. Dow ("Dow") is a trustee and beneficiary of the Dow Trust, and 7,500 of such common shares held by Dow Investments L.P. (the "Dow L.P."). Dow is a general partner of Dow L.P. and is deemed to have sole dispositive power over the shares with no pecuniary interest.

(3) The 9,999 common shares are in connection with the grant of 3,333 restricted stock units ("RSU's") on 6/1/2006, 3,333 RSU's on 11/1/2007 and 3,333 RSU's on 6/2/2008, which vest in equal monthly installments over a period of one year.

(4) Total common shares of 136,050 represents 133,381 of such common shares held by Sevin Rosen IX L.P. ("SRF IX"), 2,652 such common shares held by Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF"), and 17 such common shares held by SRB Associates IX L.P. ("SRB IX"). Dow is a managing member of SRB Associates IX L.L.C., the general partner of SRB IX, the general partner of SRF IX and SRIX AFF. Dow disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.