

Huang Charlie X.
Form 4
February 04, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. Vice President

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock					7,633 ⁽¹⁾	I	Held by reporting person's spouse.
Common Stock					11,420	I	As Custodian for Minor Children ⁽²⁾
Common Stock					244,488	I	Held by Trust ⁽³⁾
	02/02/2009		F	D	43,935	D ⁽⁵⁾	

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Common Stock 3,206 \$ (4) 3.64

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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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 02/03/2009

__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) Includes 2,972 shares acquired by the reporting person's spouse through the Cadence Design Systems, Inc. Employee Stock Purchase Plan on January 30, 2009.
- (2) These Securities are held in custodial accounts by spouse of Reporting Person for the minor children of Reporting Person and Reporting Person's spouse.

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- (3) 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.
- (4) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.
- (5) The Amount of Securities Beneficially Owned Following the Reported Transaction also includes 6,278 shares acquired by the reporting person through the Cadence Design Systems, Inc. Employee Stock Purchase Plan on January 30, 2009.

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.