

Caine Brett
 Form 4
 February 18, 2011

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 *
 Caine Brett

2. Issuer Name and Ticker or Trading Symbol
 CITRIX SYSTEMS INC [CTXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Online Services Division

(Street)

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

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

FORT LAUDERDALE, FL 33309

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/16/2011		M		20,000 A \$ 39.86	53,511 ⁽²⁾	D
Common Stock	02/16/2011		S		16,379 ⁽¹⁾ D \$ 72.099 ⁽³⁾	37,132	D
Common Stock	02/16/2011		S		3,621 ⁽¹⁾ D \$ 72.65 ⁽⁴⁾	33,511	D
Common Stock	02/16/2011		M		15,000 A \$ 36.83	48,511	D
Common Stock	02/16/2011		S		12,582 ⁽¹⁾ D \$ 72.11 ⁽⁵⁾	35,929	D

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Common Stock	02/16/2011	S	<u>2,418</u> ⁽¹⁾	D	\$ <u>72.661</u> ⁽⁶⁾	33,511	D
Common Stock	02/16/2011	M	11,459	A	\$ 32.75	44,970	D
Common Stock	02/16/2011	S	<u>9,759</u> ⁽¹⁾	D	\$ <u>72.112</u> ⁽⁷⁾	35,211	D
Common Stock	02/16/2011	S	<u>1,700</u> ⁽¹⁾	D	\$ <u>72.662</u> ⁽⁸⁾	33,511	D
Common Stock	02/16/2011	M	10,418	A	\$ 26.64	43,929	D
Common Stock	02/16/2011	S	<u>8,998</u> ⁽¹⁾	D	\$ <u>72.125</u> ⁽⁹⁾	34,931	D
Common Stock	02/16/2011	S	<u>1,420</u> ⁽¹⁾	D	\$ <u>72.66</u> ⁽¹⁰⁾	33,511	D
Common Stock	02/16/2011	M	28,754	A	\$ 20.09	62,265	D
Common Stock	02/16/2011	S	<u>23,333</u> ⁽¹⁾	D	\$ <u>72.094</u> ⁽¹¹⁾	38,932	D
Common Stock	02/16/2011	S	<u>5,421</u> ⁽¹⁾	D	\$ <u>72.652</u> ⁽¹²⁾	33,511	D
Common Stock						13,637	I

Susan M. Caine and Brett M. Caine Trust ⁽¹³⁾

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Security			Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Stock Option (Right to Buy)	\$ 39.86	02/16/2011	M			20,000	10/01/2008 ⁽¹⁴⁾	10/01/2012	Common Stock	20,000
Stock Option (Right to Buy)	\$ 36.83	02/16/2011	M			15,000	12/03/2008 ⁽¹⁴⁾	12/03/2012	Common Stock	15,000
Stock Option (Right to Buy)	\$ 32.75	02/16/2011	M			11,459	04/30/2009 ⁽¹⁴⁾	04/30/2013	Common Stock	11,459
Stock Option (Right to Buy)	\$ 26.64	02/16/2011	M			10,418	07/31/2009 ⁽¹⁴⁾	07/31/2013	Common Stock	10,418
Stock Option (Right to Buy)	\$ 20.09	02/16/2011	M			28,754	03/02/2010 ⁽¹⁴⁾	03/02/2014	Common Stock	28,754

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caine Brett C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309			SVP, Online Services Division	

Signatures

/s/Antonio Gomes, Attorney-in-Fact for Brett M. Caine 02/18/2011

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) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.

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- (2) Total reflects a transfer of 370 shares to the the Susan M. Caine and Brett M. Caine Trust (the "Caine Trust") on August 19, 2010, which were acquired under the Citrix Systems, Inc. stock purchase plan on July 30, 2010. Includes 301 shares acquired under the Citrix Systems, Inc. stock purchase plan on February 1, 2011.
- (3) The shares reported as 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 \$71.582 to \$72.57.
- (4) The shares reported as 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 \$72.58 to \$72.79.
- (5) The shares reported as 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 \$71.60 to \$72.59.
- (6) The shares reported as 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 \$72.60 to \$72.78.
- (7) The shares reported as 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 \$71.60 to \$72.59.
- (8) The shares reported as 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 \$72.61 to \$72.78.
- (9) The shares reported as 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 \$71.602 to \$72.59.
- (10) The shares reported as 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 \$72.61 to \$72.79.
- (11) The shares reported as 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 \$71.58 to \$72.57.
- (12) The shares reported as 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 \$72.58 to \$72.82.
- (13) These shares are held by the Caine Trust. The reporting person disclaims beneficial ownership with respect to shares held by the Caine Trust, except to the extent of his pecuniary interest therein.
- (14) 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.

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