

Caine Brett
 Form 4
 February 06, 2012

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)
 02/02/2012

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/02/2012		M	1,041 A \$ 32.75	35,599 ⁽¹⁾	D	
Common Stock	02/02/2012		S	1,041 ₍₂₎ D \$ 66.352	34,558 ₍₃₎	D	
Common Stock	02/02/2012		M	2,082 A \$ 26.64	36,640	D	
Common Stock	02/02/2012		S	2,082 ₍₂₎ D \$ 66.378	34,558 ₍₄₎	D	
	02/02/2012		M	14,997 A \$ 20.09	49,555	D	

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Common
Stock

Common Stock 02/02/2012 S 14,997
(2) D \$ 67.086 48,195 (6) D
(5)

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 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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.75	02/02/2012		M	1,041	04/30/2009(7) 04/30/2013	Common Stock	1,041
Stock Option (Right to Buy)	\$ 26.64	02/02/2012		M	2,082	07/31/2009(7) 07/31/2013	Common Stock	2,082
Stock Option (Right to Buy)	\$ 20.09	02/02/2012		M	14,997	03/02/2010(7) 03/02/2014	Common Stock	14,997

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

02/06/2012

__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 299 shares acquired under the Citrix Systems, Inc. stock purchase plan on February 1, 2012.
- (2) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- (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 \$66.35 to \$66.36.
- (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 \$66.25 to \$66.41.
- (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 \$66.88 to \$67.23.
- (6) Includes 13,637 shares transferred from the Susan M. Caine and Brett M. Caine Trust pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- (7) 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.