

CITRIX SYSTEMS INC

Form 4

October 23, 2007

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

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Number: 3235-0287
Expires: January 31,
2005
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(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)

10/19/2007

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 | 10/19/2007 | | A | | 1,690,211 | A | <u>(1)</u> | 1,690,211 <u>(1)</u> | I | See Footnote 1 |
| Common Stock | 10/19/2007 | | A | | 33,613 | A | <u>(2)</u> | 33,613 <u>(2)</u> | I | See Footnote 2 |
| Common Stock | | | | | | | | 259,016 <u>(3)</u> | I | See Footnote 3 |
| Common Stock | | | | | | | | 2,500 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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. Jaggers, As
Attorney-In-Fact

10/23/2007

__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).

Represents 1,690,211 of such common shares held by Sevin Rosen Fund IX L.P. ("SRF IX"). Received in exchange for 4,160,536 shares of XenSource, Inc. ("XenSource") common stock in connection with the merger of XenSource into Citrix Systems, Inc. ("Citrix"). On the effective date of the acquisition, the closing price of Citrix's common stock was \$39.65. The issuance of such shares was approved by the

(1) Board of Directors of Citrix pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Dow is a managing member of SRB Associates IX L.L.C., the general partner of SRB Associates IX L.P., the general partner of SRF IX, and may be deemed to beneficially own the Citrix shares held by SRFIX. Dow disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(2)

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Represents 33,613 of such common shares held by Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF"). Received in exchange for 82,744 shares of XenSource, Inc. ("XenSource") common stock in connection with the merger of XenSource into Citrix Systems, Inc. ("Citrix"). On the effective date of the acquisition, the closing price of Citrix's common stock was \$39.65. The issuance of such shares was approved by the Board of Directors of Citrix pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Dow is a managing member of SRB Associates IX L.L.C. the general partner of SRB Associates IX L.P., the general partner of SRIX AFF, and may be deemed to beneficially own the Citrix shares held by SRIX AFF. Dow disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) Shares held by the Dow Family Trust. Stephen L. Dow ("Dow") is a trustee and beneficiary of the Dow Trust.

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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