CITRIX SYSTEMS INC

Form 4

December 18, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

may continue. See Instruction

(Last)

(City)

Common

Stock

1(b).

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CITRIX SYSTEMS INC [CTXS]

3. Date of Earliest Transaction

(Month/Day/Year) 12/14/2012

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

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

61.010

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DALLAS, TX 75240

								= -		-
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transa	ctio	nAcquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code Disposed of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8	8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported		
						(A)		Transaction(s)		
			Code	v	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/14/2012		G <u>(1)</u>		3,800	D	\$0	313,950	I (2)	See Footnote

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	on Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	^	or Title Numb			
			C	C 1 W	(A) (D)		of				
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240



Signatures

John V. Jaggers, As Attorney-In-Fact

12/18/2012

**Signature of Reporting Person

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 transaction is deemed voluntarily reported earlier than required.

Total common shares of 313,950, represents 256,450 common shares held by the Dow Family Trust ("Dow Trust"), 50,000 shares held by

Dow Investments II L.P. ("Dow Investments") and 7,500 shares held by Dow Investments I L.P. ("Dow L.P."). The Dow Trust is the General Partner of Dow Investments. Steve Dow ("Dow") is a trustee and beneficiary of the Dow Trust. Dow is a general partner of Dow L.P. and is deemed to have sole dispositive power over the shares with no pecuniary interest.

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.

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