PAYNE JOHN GORDON

Form 4 May 08, 2012

FORM 4

Section 16.

Form 4 or

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

3235-0287 Number:

Washington, D.C. 20549 Check this box if no longer subject to

January 31, Expires: 2005

Estimated average burden hours per

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PAYNE JOHN GORDON	2. Issuer Name and Ticker or Trading Symbol CITRIX SYSTEMS INC [CTXS]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
	(Month/Day/Year)	Director 10% Owner		
C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD	05/04/2012	_X_ Officer (give title Other (specify below) SVP, Desktop & Cloud Division		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
FORT LAUDERDALE, FL 33309		Form filed by More than One Reporting Person		

FORT LAUDERDALE, FL 33309

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securit oner Dispos (Instr. 3, 4	ed of (Price	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)
Common Stock	05/04/2012		S	6,204 (1)	D	\$ 82.557 (2)	81,784 (3)	D	
Common Stock	05/04/2012		S	4,300 (1)	D	\$ 83.803 (4)	21,574 (3)	I	The 2007 John G. Payne Family Trust u/d/t March 29, 2007 (5)
Common Stock	05/04/2012		S	2,013 (1)	D	\$ 85.02 (6)	19,561	I	The 2007 John G.

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Common Stock	05/04/2012	S	19,561 (1)	D	\$ 83.487 <u>(7)</u>	0	Ι
Common Stock	05/04/2012	M	1,041	A	\$ 36.83	82,825	D
Common Stock	05/04/2012	S	1,041 (1)	D	\$ 82.401 (8)	81,784	D
Common Stock	05/04/2012	M	2,082	A	\$ 32.75	83,866	D
Common Stock	05/04/2012	S	2,082 (1)	D	\$ 82.441 (9)	81,784	D
Common Stock	05/04/2012	M	3,123	A	\$ 26.64	84,907	D
Common Stock	05/04/2012	S	3,123 (1)	D	\$ 82.636 (10)	81,784	D
Common Stock	05/04/2012	M	27,500	A	\$ 20.09	109,284	D
Common Stock	05/04/2012	S	26,033 (1)	D	\$ 82.734 (11)	83,251	D
Common Stock	05/04/2012	S	1,467 (1)	D	\$ 83.182 (12)	81,784	D
Common Stock	05/04/2012	M	20,835	A	\$ 47.03	102,619	D
Common Stock	05/04/2012	S	20,835 (1)	D	\$ 83.318 (13)	81,784	D
Common Stock	05/04/2012	M	18,231	A	\$ 55.02	100,015	D
Common Stock	05/04/2012	S	16,300 (1)	D	\$ 83.666	83,715	D

Payne Family Trust u/d/t March 29, 2007 (5) The 2007 John G. Payne Family Trust u/d/t March 29, 2007 (5)

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Common Stock 05/04/2012 S 1,931 D 84.989 81,784 D

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. Transactic Code (Instr. 8)	Secur Secur Acqu or Di (D)	urities uired (A) isposed of r. 3, 4,	6. Date Exercisable Expiration Date (Month/Day/Year)	ration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar	
Stock Option (Right to Buy)	\$ 36.83	05/04/2012		M		1,041	12/03/2008(16)	12/03/2012	Common Stock	1,04	
Stock Option (Right to Buy)	\$ 32.75	05/04/2012		M		2,082	04/30/2009(16)	04/30/2013	Common Stock	2,08	
Stock Option (Right to Buy)	\$ 26.64	05/04/2012		M		3,123	07/31/2009(16)	07/31/2013	Common Stock	3,12	
Stock Option (Right to Buy)	\$ 20.09	05/04/2012		M		27,500	03/02/2010(16)	03/02/2014	Common Stock	27,50	
Stock Option (Right to Buy)	\$ 47.03	05/04/2012		M		20,835	04/30/2011(16)	04/30/2015	Common Stock	20,83	
Stock Option	\$ 55.02	05/04/2012		M		18,231	07/30/2011(16)	07/30/2015	Common Stock	18,23	

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PAYNE JOHN GORDON C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309

SVP, Desktop & Cloud Division

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for John Gordon Payne

05/08/2012

**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) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$82.29-\$82.75.

The Reporting Person's previous Forms 4 incorrectly allocated the number of shares directly held by the Reporting Person and those shares indirectly held by the Reporting Person in the 2007 John G. Payne Family Trust u/d/t March 29, 2007 (the "Payne Family Trust"). Because of transfers from the Reporting Person's individual account to the Payne Family Trust, the Reporting

- Person's Form 4 filed on December 6, 2010 and subsequent Forms 4 filed through April 3, 2012 (the "April Form 4") understated the Reporting Person's indirect holdings in the Payne Family Trust and overstated the Reporting Person's direct holdings. In the April Form 4, the indirect holdings were understated by 6,313 shares and the direct holdings were overstated by 6,313 shares.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$83.58-84.25.
- These shares are held by the Payne Family Trust. The Reporting Person and the Reporting Person's spouse are the trustees of the Payne Family Trust. The Reporting Person disclaims beneficial ownership with respect to shares held by The Payne Family Trust, except to the extent of his pecuniary interest therein.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$84.68-\$85.10.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$83.13-83.98.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$82.33-\$82.48.
- (9) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$82.27-82.58.
- (10) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$82.54-82.75.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$82.17-\$83.16.

Reporting Owners 4

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- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$83.17-\$83.20.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$83.03-\$83.67.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$83.35-\$84.25.
- (15) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$84.68-\$85.11.
- 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.