

CITRIX SYSTEMS INC  
 Form 4  
 July 31, 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 \*  
**CALDWELL NANCI**

(Last) (First) (Middle)

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

(Street)

**FORT LAUDERDALE, FL 33309**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/27/2012**

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)
				(A) or (D)	Price		
Common Stock	07/27/2012		S	333 <sup>(1)</sup> D	\$ 74.69 1,002	I <sup>(2)</sup>	Nanci E. Caldwell, Trustee of the Kwicinski Exempt Marital Trust u/d/t dated December 15, 2000
	07/27/2012		M	6,000 A	\$ 28.52 15,665	D	

Common  
Stock

Common Stock	07/27/2012	S	<u>6,000</u> (1)	D	<u>\$ 74,444</u> (3)	9,665	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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(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		
						Date Exercisable	Expiration Date	Title	
					Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 28.52	07/27/2012		M	6,000	07/10/2009 <sup>(4)</sup>	07/10/2013	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CALDWELL Nanci  
C/O CITRIX SYSTEMS, INC.  
851 WEST CYPRESS CREEK ROAD  
FORT LAUDERDALE, FL 33309

X

## Signatures

/s/Antonio G Gomes, Attorney-in-Fact for Nanci E.  
Caldwell

07/31/2012

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

(2) These shares are held by the Kwicinski Exempt Marital Trust, dated December 15, 2000 (the "Trust"). The reporting person is a trustee of the Trust and disclaims beneficial ownership with respect to the shares held by the Trust, except to the extent of her pecuniary interest therein.

(3) 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 \$74.01-\$74.82.

(4) 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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