

Petrakian Raja
Form 4
January 24, 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 *
Petrakian Raja

2. Issuer Name and Ticker or Trading Symbol
XILINX INC [XLNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2100 LOGIC DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP WW Opertations

SAN JOSE, CA 95124

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 (A) or (D) Price		
XLNX COMMON STOCK	01/23/2012		M		2,000 A \$ 26.32	7,595	D
XLNX COMMON STOCK	01/23/2012		M		9,000 A \$ 22.8	16,595	D
XLNX COMMON STOCK	01/23/2012		M		2,000 A \$ 25.22	18,595	D
XLNX COMMON	01/23/2012		M		391 A \$ 26.97	18,986	D

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STOCK

XLNX COMMON STOCK	01/23/2012		M	3,437	A	\$ 21.98	22,423	D
XLNX COMMON STOCK	01/23/2012		M	15,750	A	\$ 24.29	38,173	D
XLNX COMMON STOCK	01/23/2012		M	1,350	A	\$ 15.95	39,523	D
XLNX COMMON STOCK	01/23/2012		S	<u>33,928</u> <u>(1) (2)</u>	D	\$ 35.6487	5,595	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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
NQSO (Right to Buy)	\$ 26.32	01/23/2012		M	2,000	05/10/2006 04/10/2016	XLNX COMMON STOCK	2,000
NQSO (Right to Buy)	\$ 22.8	01/23/2012		M	9,000	08/03/2006 07/03/2016	XLNX COMMON STOCK	9,000
NQSO (Right to Buy)	\$ 25.22	01/23/2012		M	2,000	03/08/2007 02/08/2017	XLNX COMMON STOCK	2,000
NQSO (Right to Buy)	\$ 26.97	01/23/2012		M	391	08/02/2007 07/02/2014	XLNX COMMON STOCK	391

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NQSO (Right to Buy)	\$ 21.98	01/23/2012	M	3,437	03/11/2008	02/11/2015	XLNX COMMON STOCK	3,437
NQSO (Right to Buy)	\$ 24.29	01/23/2012	M	15,750	08/01/2008	07/01/2015	XLNX COMMON STOCK	15,750
NQSO (Right to Buy)	\$ 15.95	01/23/2012	M	1,350	02/12/2009	01/12/2016	XLNX COMMON STOCK	1,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petrakian Raja 2100 LOGIC DRIVE SAN JOSE, CA 95124			SVP WW Operations	

Signatures

Raja Petrakian 01/23/2012
 __Signature of Date
 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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$35.64 - \$35.6601.
- (2) The reporting person will provide upon request by the commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.