

LEVINE PETER
Form 4
February 17, 2009

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 *
LEVINE PETER

(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)
01/30/2009

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)
SVP & GM, Virtualization & Mgt

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) Code V Amount (D) Price | | | |
| Common Stock | 01/30/2009 | | S | 9,786 D \$ 21.0154 (1) | 19,572 (2) | I | By SP Partners Investments LP (2) |
| Common Stock | 02/02/2009 | | S | 9,786 D \$ 21.4855 (3) | 9,786 (2) | I | By SP Partners Investments LP (2) |
| Common Stock | 02/03/2009 | | S | 9,786 D \$ 21.7518 (4) | 0 (2) | I | By SP Partners Investments LP (2) |

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| | | | |
|--------------|----------------------|---|--|
| Common Stock | 5,016 ⁽⁵⁾ | I | By The Summit Family Trust ⁽⁵⁾ |
| Common Stock | 1,027 ⁽⁶⁾ | I | The Peter Levine Children's Trust FBO Tatym A. Levine UAD 12/30/2008 ⁽⁶⁾ |
| Common Stock | 1,027 ⁽⁷⁾ | I | The Peter Levine Children's Trust FBO Oliver T. Levine UAD 12/30/2008 ⁽⁷⁾ |
| Common Stock | 838 | D | |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| LEVINE PETER C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | | SVP & GM, Virtualization & Mgt |

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for Peter
Levine 02/17/2009

__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 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 \$20.99 to \$21.06. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Citrix Systems, Inc. or any security holders of Citrix Systems, Inc., full information regarding the number of shares sold at each separate price.
 - (2) Shares received as merger consideration by SP Partners Investment LP ("SPPI") pursuant to the acquisition of XenSource, Inc. by Citrix Systems, Inc. The reporting person is the trustee of The Summit Family Trust ("Summit") which is a general partner and limited partner of SPPI. The reporting person disclaims beneficial ownership with respect to shares held by SPPI, except to the extent of his 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 \$21.42 to \$21.58. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Citrix Systems, Inc. or any security holders of Citrix Systems, Inc., full information regarding the number of shares sold at each separate price.
 - (4) 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 \$21.70 to \$21.81. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Citrix Systems, Inc. or any security holders of Citrix Systems, Inc., full information regarding the number of shares sold at each separate price.
 - (5) Shares received as merger consideration by SPPI pursuant to the acquisition of XenSource, Inc. by Citrix Systems, Inc. and distributed to Summit, an entity of which the reporting person is the trustee and has voting and dispositive power. The reporting person disclaims beneficial ownership with respect to shares held by Summit, except to the extent of his pecuniary interest therein.
 - (6) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership with respect to shares held by The Peter Levine Children's Trust FBO Tatym A. Levine UAD 12/30/2008, except to the extent of his pecuniary interest therein.
 - (7) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership with respect to shares held by The Peter Levine Children's Trust FBO Oliver T. Levine UAD 12/30/2008, except to the extent of his pecuniary interest therein.

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.