

FRIEDMAN DAVID R
 Form 4
 November 24, 2010

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 *
 FRIEDMAN DAVID R

(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)
 11/23/2010

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)
 General Counsel & SVP, HR

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/23/2010		M		25,000 A \$ 31.93	83,889	D
Common Stock	11/23/2010		S		25,000 (1) D \$ 66.177 (2)	58,889	D
Common Stock	11/23/2010		M		3,000 A \$ 39.86	61,889	D
Common Stock	11/23/2010		S		3,000 (1) D \$ 66.501 (3)	58,889	D
	11/23/2010		M		45,647 A \$ 34.71	104,536	D

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Common Stock							
Common Stock	11/23/2010		S	45,647 (1)	D	\$ 66.33 (4)	58,889 D
Common Stock	11/23/2010		M	18,500	A	\$ 32.75	77,389 D
Common Stock	11/23/2010		S	18,500 (1)	D	\$ 66.554 (5)	58,889 D
Common Stock	11/23/2010		M	16,500	A	\$ 26.64	75,389 D
Common Stock	11/23/2010		S	16,500 (1)	D	\$ 66.45 (6)	58,889 D
Common Stock	11/23/2010		M	22,000	A	\$ 20.09	80,889 D
Common Stock	11/23/2010		S	21,500 (1)	D	\$ 66.465 (7)	59,389 D
Common Stock	11/23/2010		S	500 (1)	D	\$ 67.135 (8)	58,889 D

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.93	11/23/2010		M	25,000	02/01/2008 ⁽⁹⁾	02/01/2012	Common Stock	25,000

Stock Option (Right to Buy)	\$ 39.86	11/23/2010	M	3,000	10/01/2008 ⁽⁹⁾	10/01/2012	Common Stock	3,000
Stock Option (Right to Buy)	\$ 34.71	11/23/2010	M	45,647	03/01/2008 ⁽¹⁰⁾	02/01/2013	Common Stock	45,647
Stock Option (Right to Buy)	\$ 32.75	11/23/2010	M	18,500	04/30/2009 ⁽⁹⁾	04/30/2013	Common Stock	18,500
Stock Option (Right to Buy)	\$ 26.64	11/23/2010	M	16,500	07/31/2009 ⁽⁹⁾	07/31/2013	Common Stock	16,500
Stock Option (Right to Buy)	\$ 20.09	11/23/2010	M	22,000	03/02/2010 ⁽⁹⁾	03/02/2014	Common Stock	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN DAVID R C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309			General Counsel & SVP, HR	

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for David R. Friedman

11/24/2010

**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.
- (2) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.00 to \$66.39.
- (3) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.48 to \$66.56.
- (4) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.025 to \$66.595.

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- (5) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.40 to \$66.713.
- (6) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.115 to \$66.703.
- (7) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.11 to \$67.08.
- (8) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$67.13 to \$67.14.
- (9) 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.
- (10) Stock Options vest in equal monthly installments over a period of one year.

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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