

PAYNE JOHN GORDON

Form 4

May 08, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PAYNE JOHN GORDON

(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)

05/04/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Desktop & Cloud Division

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/04/2012		S	6,204 (1)	\$ 82.557 (2)	81,784 (3)	D
Common Stock	05/04/2012		S	4,300 (1)	\$ 83.803 (4)	21,574 (3)	I
Common Stock	05/04/2012		S	2,013 (1)	\$ 85.02 (6)	19,561	I

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

The 2007
John G.

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								Payne Family Trust u/d/t March 29, 2007 ⁽⁵⁾
Common Stock	05/04/2012	S	19,561 <u>(1)</u>	D	\$ <u>(7)</u>	83,487 0	I	The 2007 John G. Payne Family Trust u/d/t March 29, 2007 ⁽⁵⁾
Common Stock	05/04/2012	M	1,041	A	\$ 36.83	82,825	D	
Common Stock	05/04/2012	S	1,041 <u>(1)</u>	D	\$ <u>(8)</u>	82.401 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 <u>(1)</u>	D	\$ <u>(9)</u>	82.441 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 <u>(1)</u>	D	\$ <u>(10)</u>	82.636 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 <u>(1)</u>	D	\$ <u>(11)</u>	82.734 83,251	D	
Common Stock	05/04/2012	S	1,467 <u>(1)</u>	D	\$ <u>(12)</u>	83.182 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 <u>(1)</u>	D	\$ <u>(13)</u>	83.318 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 <u>(1)</u>	D	\$ 83.666	83,715	D	

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				(14)			
Common				\$			
Stock	05/04/2012	S	1,931	D	84,989	81,784	D
			(1)		(15)		

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. 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 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)	\$ 36.83	05/04/2012		M	1,041	12/03/2008 ⁽¹⁶⁾	12/03/2012	Common Stock	1,041
Stock Option (Right to Buy)	\$ 32.75	05/04/2012		M	2,082	04/30/2009 ⁽¹⁶⁾	04/30/2013	Common Stock	2,082
Stock Option (Right to Buy)	\$ 26.64	05/04/2012		M	3,123	07/31/2009 ⁽¹⁶⁾	07/31/2013	Common Stock	3,123
Stock Option (Right to Buy)	\$ 20.09	05/04/2012		M	27,500	03/02/2010 ⁽¹⁶⁾	03/02/2014	Common Stock	27,500
Stock Option (Right to Buy)	\$ 47.03	05/04/2012		M	20,835	04/30/2011 ⁽¹⁶⁾	04/30/2015	Common Stock	20,835
Stock Option	\$ 55.02	05/04/2012		M	18,231	07/30/2011 ⁽¹⁶⁾	07/30/2015	Common Stock	18,231

(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.
 - (2) 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.
 - (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 \$83.58-\$84.25.
 - (5) 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.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (11) 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.

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- (12) 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.
- (13) 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.
- (14) 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.
- (16) 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.

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