

PAYNE JOHN GORDON
 Form 4
 May 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
 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
 Officer (give title below) ___ Other (specify below)
 SVP, Desktop & Cloud Division

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/04/2012		S		6,204 (1) \$ 82.557 (2)	D	
Common Stock	05/04/2012		S		4,300 (1) \$ 83.803 (4)	I	The 2007 John G. Payne Family Trust u/d/t March 29, 2007 (5)
Common Stock	05/04/2012		S		2,013 (1) \$ 85.02 (6)	I	The 2007 John G.

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								Payne Family Trust u/d/t March 29, 2007 ⁽⁵⁾
								The 2007 John G. Payne Family Trust u/d/t March 29, 2007 ⁽⁵⁾
Common Stock	05/04/2012	S	<u>19,561</u> ⁽¹⁾	D	\$ <u>83.487</u> ⁽⁷⁾	0	I	
Common Stock	05/04/2012	M	1,041	A	\$ 36.83	82,825	D	
Common Stock	05/04/2012	S	<u>1,041</u> ⁽¹⁾	D	\$ <u>82.401</u> ⁽⁸⁾	81,784	D	
Common Stock	05/04/2012	M	2,082	A	\$ 32.75	83,866	D	
Common Stock	05/04/2012	S	<u>2,082</u> ⁽¹⁾	D	\$ <u>82.441</u> ⁽⁹⁾	81,784	D	
Common Stock	05/04/2012	M	3,123	A	\$ 26.64	84,907	D	
Common Stock	05/04/2012	S	<u>3,123</u> ⁽¹⁾	D	\$ <u>82.636</u> ⁽¹⁰⁾	81,784	D	
Common Stock	05/04/2012	M	27,500	A	\$ 20.09	109,284	D	
Common Stock	05/04/2012	S	<u>26,033</u> ⁽¹⁾	D	\$ <u>82.734</u> ⁽¹¹⁾	83,251	D	
Common Stock	05/04/2012	S	<u>1,467</u> ⁽¹⁾	D	\$ <u>83.182</u> ⁽¹²⁾	81,784	D	
Common Stock	05/04/2012	M	20,835	A	\$ 47.03	102,619	D	
Common Stock	05/04/2012	S	<u>20,835</u> ⁽¹⁾	D	\$ <u>83.318</u> ⁽¹³⁾	81,784	D	
Common Stock	05/04/2012	M	18,231	A	\$ 55.02	100,015	D	
Common Stock	05/04/2012	S	<u>16,300</u> ⁽¹⁾	D	\$ 83.666	83,715	D	

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					(14)			
Common	05/04/2012				\$			
Stock		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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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)	\$ 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.
- (3) 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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