

CITRIX SYSTEMS INC  
Form 4  
June 03, 2011

**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 \*  
**DOW STEPHEN M**

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13455  
NOEL ROAD, SUITE 1670**

(Street)

**DALLAS, TX 75240**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CITRIX SYSTEMS INC [CTXS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/01/2011**

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 06/01/2011                           |  | A                              | (A)<br>4,000<br>(1)   | \$ 0 20,665   | D  |  |
| Common Stock                    |                                      |  |                                |   | 320,550   | I (2)  | See Footnote                                 |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nature of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                  |

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DOW STEPHEN M<br>C/O SEVIN ROSEN FUNDS<br>13455 NOEL ROAD, SUITE 1670<br>DALLAS, TX 75240 | X             |           |         |       |

### Signatures

John V. Jagggers, As Attorney-In-Fact 06/03/2011

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) Grant of restricted stock units that vest in equal monthly installments over a period of one year. The Reporting Person has elected to defer receipt of 100% of the vested units until the Reporting Person's separation from service from the Board of Directors of Citrix Systems, Inc. (the "Company"), pursuant to the Outside Directors Deferred Compensation Program established under the Company's Amended and Restated 2005 Equity Incentive Plan, as amended.
- (2) Total common shares of 320,550 represents 313,050 common shares held by the Dow Family Trust (the "Dow Trust"). Dow is a trustee and beneficiary of the Dow Trust, and 7,500 common shares held by Dow Investments L.P. (the "Dow L.P."). Dow is a general partner of Dow L.P. and is deemed to have sole dispositive power over the shares with no pecuniary interest.

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.