

XILINX INC
Form 4
August 22, 2006

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 *
HOWARD WILLIAM G JR

(Last) (First) (Middle)

2100 LOGIC DRIVE

(Street)

SAN JOSE, CA 95124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XILINX INC [XLNX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2006

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		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 (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	08/21/2006		M		3,200	A	\$ 8.25	3,200	D
Common Stock	08/21/2006		S		3,200	D	\$ 22.59	0	D
Common Stock	08/21/2006		M		800	A	\$ 8.25	800	D
Common Stock	08/21/2006		S		800	D	\$ 22.6	0	D
Common Stock	08/21/2006		M		1,808	A	\$ 8.25	1,808	D
	08/21/2006		S		1,808	D		0	D

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Common Stock						\$ 22.62		
Common Stock	08/21/2006		M	2,200	A	\$ 8.25	2,200	D
Common Stock	08/21/2006		S	2,200	D	\$ 22.64	0	D
Common Stock	08/21/2006		M	900	A	\$ 8.25	900	D
Common Stock	08/21/2006		S	900	D	\$ 22.65	0	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006		M	365	10/13/1996 09/13/2006	Common Stock	3	
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006		M	500	10/13/1996 09/13/2006	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006		M	2,600	10/13/1996 09/13/2006	Common Stock	2,	
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006		M	4,000	10/13/1996 09/13/2006	Common Stock	4,	
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006		M	1,900	10/13/1996 09/13/2006	Common Stock	1,	

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Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	3,500	10/13/1996	09/13/2006	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	800	10/13/1996	09/13/2006	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	2,200	10/13/1996	09/13/2006	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,500	10/13/1996	09/13/2006	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,055	10/13/1996	09/13/2006	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,300	10/13/1996	09/13/2006	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	4,762	10/13/1996	09/13/2006	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	10,787	10/13/1996	09/13/2006	Common Stock	10,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,200	10/13/1996	09/13/2006	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	12,415	10/13/1996	09/13/2006	Common Stock	12,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	12,178	10/13/1996	09/13/2006	Common Stock	12,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,400	10/13/1996	09/13/2006	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	7,985	10/13/1996	09/13/2006	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	7,469	10/13/1996	09/13/2006	Common Stock	7,
Non-Qualified Stock Option	\$ 8.25	08/21/2006	M	10,608	10/13/1996	09/13/2006	Common Stock	10,

(right to buy)										
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,430	10/13/1996	09/13/2006	Common Stock	5,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	3,900	10/13/1996	09/13/2006	Common Stock	3,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,300	10/13/1996	09/13/2006	Common Stock	5,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	5,041	10/13/1996	09/13/2006	Common Stock	5,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	4,390	10/13/1996	09/13/2006	Common Stock	4,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	8,608	10/13/1996	09/13/2006	Common Stock	8,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	2,640	10/13/1996	09/13/2006	Common Stock	2,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	3,400	10/13/1996	09/13/2006	Common Stock	3,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	2,600	10/13/1996	09/13/2006	Common Stock	2,		
Non-Qualified Stock Option (right to buy)	\$ 8.25	08/21/2006	M	1,259	10/13/1996	09/13/2006	Common Stock	1,		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD WILLIAM G JR 2100 LOGIC DRIVE SAN JOSE, CA 95124	X			

Signatures

William G.
Howard, Jr. 08/22/2006

**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).

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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