

PAYNE JOHN GORDON  
Form 4  
May 04, 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 \*  
PAYNE JOHN GORDON

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
04/30/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP, Desktop Division

(Street)

FORT LAUDERDALE, FL 33309

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common Stock <sup>(1)</sup>     | 04/30/2010                           |  | F                              |   | 408 <sup>(2)</sup>  | D  |                                   |
|                                 |                                      |  |                                |   | \$ 47.03  |  |                                   |
| Common Stock <sup>(1)</sup>     | 04/30/2010                           |  | F                              |   | 551 <sup>(2)</sup>  | D  |                                   |
|                                 |                                      |  |                                |   | \$ 47.03  |  |                                   |
| Common Stock                    |                                      |  |                                |   | 10,682 <sup>(3)</sup>   | I  |                                   |

The 2007 John G. Payne Family Trust u/d/t March 29, 2007 <sup>(3)</sup>

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 47.03   | 04/30/2010                           |  | A                              | 31,250  | 04/30/2011 <sup>(4)</sup> 04/30/2015                     | Common Stock  | 31,250                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| PAYNE JOHN GORDON<br>C/O CITRIX SYSTEMS, INC.<br>851 WEST CYPRESS CREEK ROAD<br>FORT LAUDERDALE, FL 33309 |               |           | SVP, Desktop Division |       |

## Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for John Gordon  
Payne

05/04/2010

\*\*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) These shares of common stock are issuable pursuant to awards of restricted stock units that vest in three annual installments, with 33.4% vesting on the first anniversary of the grant date and 33.3% vesting on each of the second and third anniversaries of the grant date.
- (2) Represents the sale of shares received upon the vesting of restricted stock units to cover the associated tax obligations.
- (3) These shares are held by the 2007 John G. Payne Family Trust u/d/t March 29, 2007 (the "Payne Family Trust"). The Reporting Person and the Reporting Person's spouse are the trustees of the Payne Family Trust. These shares were previously reported as direct holdings in error.

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- (4) 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. 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.