

CITRIX SYSTEMS INC
 Form 4
 February 17, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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)
02/15/2012

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/15/2012		M	A	\$ 5,337 10.26	D	
Common Stock	02/15/2012		M	A	\$ 30,843 8.7	D	
Common Stock	02/15/2012		M	A	\$ 7,630 42.62	D	
Common Stock	02/15/2012		S	D	\$ 30,843 75	D ⁽¹⁾	
Common Stock	02/15/2012		S	D	\$ 7,630 75	D ⁽¹⁾	

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Common Stock	02/15/2012	S	5,337	D	\$ 75	0	D ⁽¹⁾	
Common Stock						317,750	I ⁽²⁾	See Footnote
Common Stock						20,665	D ⁽³⁾	

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right To Buy)	\$ 10.26	02/15/2012		M	5,337	07/04/2002 ⁽⁴⁾ 06/04/2012	Common Stock	5,337
Stock Option (Right To Buy)	\$ 42.62	02/15/2012		M	7,630	12/07/2002 ⁽⁴⁾ 11/01/2012	Common Stock	7,630
Stock Option (Right To Buy)	\$ 8.7	02/15/2012		M	30,843	12/01/2007 ⁽⁴⁾ 11/07/2012	Common Stock	30,843

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOW STEPHEN M C/O SEVIN ROSEN FUNDS	X			

13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

Signatures

John V. Jagers, As
Attorney-In-Fact

02/17/2012

__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) This sale was made pursuant to a Rule 10b50-1 plan adopted by the Reporting Person.

Total common shares of 317,750 represents 260,250 common shares held by the Dow Family Trust ("Dow Trust"), 50,000 shares held by Dow Investments II L.P. ("Dow Investments") and 7,500 shares held by Dow Investments L.P. ("Dow L.P."). The Dow Trust is the General Partner of Dow Investments. Steve Dow ("Dow") is a trustee and beneficiary of the Dow Trust. Dow is a general partner of Dow L.P. and is deemed to have sold dispositive power over the shares with no pecuniary interest.

(3) Stock options vest in equal monthly installments over a period of one year.

(4) Options have a graded vesting schedule. Date exercisable will vary for each vesting tranche.

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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