

CITRIX SYSTEMS INC
Form 4
March 15, 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 *
BURRIS JOHN C

(Last) (First) (Middle)

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)
03/13/2006

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)
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/13/2006 | | M | | 1,406 A \$ 15.25 | 3,593 | D |
| Common Stock | 03/13/2006 | | M | | 2,109 A \$ 16.775 | 5,702 | D |
| Common Stock | 03/13/2006 | | M | | 1,094 A \$ 18.05 | 6,796 | D |
| Common Stock | 03/13/2006 | | M | | 2,777 A \$ 22.47 | 9,573 | D |
| Common Stock | 03/13/2006 | | M | | 2,083 A \$ 17.55 | 11,656 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 03/13/2006 | M | 2,084 | A | \$ 22.94 | 13,740 | D |
| Common Stock | 03/13/2006 | M | 1,094 | A | \$ 12 | 14,834 | D |
| Common Stock | 03/13/2006 | S | 12,647 | D | \$ 34 | 2,187 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 15.25 | 03/13/2006 | | M | 1,406 | 03/01/2003 ⁽¹⁾ | 03/01/2012 | Common Stock | 1,406 |
| Stock Option (Right to Buy) | \$ 16.775 | 03/13/2006 | | M | 2,109 | 03/01/2003 ⁽¹⁾ | 03/01/2012 | Common Stock | 2,109 |
| Stock Option (Right to Buy) | \$ 18.05 | 03/13/2006 | | M | 1,094 | 08/01/2004 ⁽²⁾ | 08/01/2013 | Common Stock | 1,094 |
| Stock Option (Right to Buy) | \$ 22.47 | 03/13/2006 | | M | 2,777 | 04/13/2005 ⁽³⁾ | 04/13/2009 | Common Stock | 2,777 |
| Stock Option (Right to Buy) | \$ 17.55 | 03/13/2006 | | M | 2,083 | 08/02/2005 ⁽⁴⁾ | 08/02/2009 | Common Stock | 2,083 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|--|
| Buy) | | | | | | | | | |
| Stock Option (Right to Buy) | \$ 22.94 | 03/13/2006 | M | 2,084 | 10/25/2005 ⁽⁵⁾ | 10/25/2009 | Common Stock | 2,084 | |
| Stock Option (Right to Buy) | \$ 12 | 03/13/2006 | M | 1,094 | 03/04/2004 ⁽⁶⁾ | 03/04/2013 | Common Stock | 1,094 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BURRIS JOHN C 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | Senior Vice President | |

Signatures

| | |
|---|------------|
| /s/ Lynn K. Gefen, Attorney-in-Fact for John C. Burris | 03/15/2006 |
| <u> </u> 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 option vested 25% on March 1, 2003 and at a rate of 2.08% monthly thereafter
- (2) The option vested 25% on August 1, 2004 and at a rate of 2.08% monthly thereafter
- (3) The option vested 1/3 on April 13, 2005 and at a rate of 1/36 monthly thereafter
- (4) The option vested 1/3 on August 2, 2005 and at a rate of 1/36 monthly thereafter
- (5) The option vested 1/3 on October 25, 2005 and at a rate of 1/36 monthly thereafter
- (6) The option vested 25% on March 4, 2004 and at a rate of 2.08% monthly thereafter

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