#### CADENCE DESIGN SYSTEMS INC

Form 4

February 08, 2012

### FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Add TAN LIP BU	dress of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		CADENCE DESIGN SYSTEMS INC [CDNS]	(Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction	Director 10% Owner Officer (give title Other (specify			
2655 SEELY	AVENUE, BLDG 5	(Month/Day/Year) 02/06/2012	below) below) President and CEO			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE, C	CA 95134		Form filed by More than One Reporting			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock					(-)		31,400	I (1)	Held By IRA
Common Stock	02/06/2012		A(2)	140,000	A	\$ 0	456,664	D	
Common Stock	02/06/2012		Z	75,000	A	\$ 0	545,755	I (5)	By Trust
Common Stock	02/06/2012		Z(6)	75,000	D	\$ 0	381,664	D	
Common Stock	02/08/2012		F <u>(7)</u>	7,780	D	\$ 11.76	373,884	D	

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Common Stock 02/08/2012  $F_{\underline{(7)}}$  7,779 D  ${}^{\$}$  366,105 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.

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 11.62	02/06/2012		A	500,000	(3)	02/06/2019	Common Stock	50

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Date

TAN LIP BU

2655 SEELY AVENUE, BLDG 5 President and CEO

SAN JOSE, CA 95134

### **Signatures**

James J. Cowie, Attorney-in-Fact for

Lip-Bu Tan 02/08/2011

\*\*Signature of Reporting Person

## **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) Shares held by IRA FBO Lip-Bu Tan DB Securities Inc. Custodian Rollover Account DTD 5/19/97.
- (2) Grant of performance based incentive stock.
- (3) Option vests at a rate of 1/48th per month.
- (4) Amount of securities beneficially owned includes 701 shares acquired by the reporting person through the Employee Stock Purchase Plan on January 31, 2012

Reporting Owners 2

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- Amount of shares beneficially owned following reported transaction includes: (i) 7,000 shares held by L Tan & N Lee & W Lee Trustees

  Pacven Walden Inc. 401(k) PSB FBO Lip-Bu Tan; (ii) 523,755 shares held by Lip-Bu Tan and Ysa Loo Tan dated 02/03/1992 (including 701 shares acquired through the Cadence Design Systems, Inc., Employee Stock Purchase Plan on January 31, 2012), and (iii) 15,000 shares held by A&E Investment LLC, the sole member of which is the Lip-Bu Tan and Ysa Loo Trust
- (6) Shares transferred to the Lip-Bu Tan and Ysa Loo Trust dated 02/03/1992.
- (7) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.

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.