

FRIEDMAN DAVID R
Form 4
February 04, 2008

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 *
FRIEDMAN DAVID R

(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)
01/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP-HR, General Counsel & Sect

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/31/2008 | | M | | 39,813 A \$ 6.21 | 43,824 ⁽¹⁾ | D |
| Common Stock | 01/31/2008 | | M | | 5,834 A \$ 12 | 49,658 | D |
| Common Stock | 01/31/2008 | | S ⁽²⁾ | | 45,647 D \$ 34.76 ⁽³⁾ | 4,011 | D |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 | Amount |
| Stock Option (Right to Buy) | \$ 6.21 | 01/31/2008 | | M | | 39,813 | | 10/01/2003 | 10/01/2012 | Common Stock | 3 |
| Stock Option (Right to Buy) | \$ 12 | 01/31/2008 | | M | | 5,834 | | 03/04/2004 | 03/04/2013 | Common Stock | 5 |
| Stock Option (Right to Buy) | \$ 34.71 | 02/01/2008 | | A | 45,647 (4) | | | 03/01/2008 ⁽⁵⁾ | 02/01/2013 | Common Stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| FRIEDMAN DAVID R 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | SVP-HR, General Counsel & Sect | |

Signatures

/s/ Lynn K. Gefen, Attorney-in-Fact for David R. Friedman

02/04/2008

__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) On September 13, 2007, the reporting person filed a Form 4 mistakenly reporting the amount of shares beneficially owned. As of September 13, 2007, the reporting person beneficially owned 4,011 shares.

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- All exercise of stock option and sale of shares reported on this Form 4 were to finance tax withholding payments as a result of certain
- (2) adverse tax consequences due to the Company's voluntary stock option investigation. For more details, please see the Company's Current Report on Form 8-K filed on January 31, 2008.
 - (3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$34.65 to \$34.72.
- Grant of stock option equal to the number of shares that the reporting person exercised in connection with paying tax withholding
- (4) obligations as a result of certain adverse tax consequences due to the Company's voluntary stock option investigation. For more details, please see the Company's Current Report on Form 8-K filed on January 31, 2008.
 - (5) Stock Options vest in equal monthly installments over a period of one year.

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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