

CADENCE DESIGN SYSTEMS INC
 Form 4
 February 06, 2007

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 *
 LUCAS DONALD L

2. Issuer Name and Ticker or Trading Symbol
 CADENCE DESIGN SYSTEMS INC [CDNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2655 SEELY AVENUE, BLDG. 5
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2007

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

SAN JOSE, CA 95134

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/05/2007		M			52,500	A	\$ 15.5727	57,500	I	By trust
Common Stock	02/05/2007		S			800	D	\$ 20.07	56,700	I	By trust
Common Stock	02/05/2007		S			105	D	\$ 20.05	56,595	I	By trust
Common Stock	02/05/2007		S			6,700	D	\$ 20.04	49,895	I	By trust
Common Stock	02/05/2007		S			800	D	\$ 20.03	49,095	I	By trust

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Common Stock	02/05/2007		S	900	D	\$ 20.02	48,195	I	By trust
Common Stock	02/05/2007		S	4,495	D	\$ 20.01	43,700	I	By trust
Common Stock	02/05/2007		S	163	D	\$ 20.0039	43,537	I	By trust
Common Stock	02/05/2007		S	7,753	D	\$ 20	35,784	I	By trust
Common Stock	02/05/2007		S	148	D	\$ 19.9935	35,636	I	By trust
Common Stock	02/05/2007		S	4,200	D	\$ 19.99	31,436	I	By trust
Common Stock	02/05/2007		S	6,052	D	\$ 19.98	25,384	I	By trust
Common Stock	02/05/2007		S	184	D	\$ 19.9783	25,200	I	By trust
Common Stock	02/05/2007		S	4,500	D	\$ 19.97	20,700	I	By trust
Common Stock	02/05/2007		S	11,900	D	\$ 19.96	8,800	I	By trust
Common Stock	02/05/2007		S	1,000	D	\$ 19.95	7,800	I	By trust
Common Stock	02/05/2007		S	1,000	D	\$ 19.94	6,800	I	By trust
Common Stock	02/05/2007		S	900	D	\$ 19.93	5,900	I	By trust
Common Stock	02/05/2007		S	900	D	\$ 19.91	5,000	I	By trust

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified stock option (right to buy)			\$ 15.5727	02/05/2007				
	M		52,500		<u>(1)</u>	07/01/2007	Common Stock	52,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LUCAS DONALD L
 2655 SEELY AVENUE, BLDG. 5 X
 SAN JOSE, CA 95134

Signatures

R.L. Smith McKeithen, Attorney-in-Fact for Donald L. Lucas 02/06/2007

____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) Option was granted on July 1, 1997 and is fully vested.

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.