

Petrakian Raja
Form 4
February 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Petrakian Raja

2. Issuer Name and Ticker or Trading Symbol
XILINX INC [XLNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2100 LOGIC DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2011

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

SVP WW Opertations

SAN JOSE, CA 95124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | |
| XLNX COMMON STOCK | 02/14/2011 | | M | | 800 A \$ 22.72 | 6,288 | D |
| XLNX COMMON STOCK | 02/14/2011 | | M | | 2,200 A \$ 22.09 | 8,488 | D |
| XLNX COMMON STOCK | 02/14/2011 | | M | | 5,500 A \$ 23.49 | 13,988 | D |
| XLNX COMMON | 02/14/2011 | | M | | 600 A \$ 29.75 | 14,588 | D |

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STOCK

| | | | | | | | | |
|-------------------------|------------|--|---|---------------------------------|---|---------------|--------|---|
| XLNX COMMON STOCK | 02/14/2011 | | M | 6,000 | A | \$ 25.48 | 20,588 | D |
| XLNX COMMON STOCK | 02/14/2011 | | M | 3,359 | A | \$ 26.97 | 23,947 | D |
| XLNX COMMON STOCK | 02/14/2011 | | M | 11,250 | A | \$ 21.98 | 35,197 | D |
| XLNX COMMON STOCK | 02/14/2011 | | S | <u>29,709</u> <u>(1) (2)</u> | D | \$ 33.6389 | 5,488 | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| NQSO (Right to Buy) | \$ 22.72 | 02/14/2011 | | M | 800 | 08/15/2002 07/15/2012 | XLNX COMMON STOCK | 800 |
| NQSO (Right to Buy) | \$ 22.09 | 02/14/2011 | | M | 2,200 | 03/18/2003 02/18/2013 | XLNX COMMON STOCK | 2,200 |
| NQSO (Right to Buy) | \$ 23.49 | 02/14/2011 | | M | 5,500 | 05/01/2003 04/01/2013 | XLNX COMMON STOCK | 5,500 |
| NQSO (Right to Buy) | \$ 29.75 | 02/14/2011 | | M | 600 | 10/15/2003 09/15/2013 | XLNX COMMON STOCK | 600 |

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| | | | | | | | | |
|------------------------|----------|------------|---|--------|------------|------------|-------------------------|--------|
| NQSO (Right to Buy) | \$ 25.48 | 02/14/2011 | M | 6,000 | 08/01/2005 | 07/01/2015 | XLNX COMMON STOCK | 6,000 |
| NQSO (Right to Buy) | \$ 26.97 | 02/14/2011 | M | 3,359 | 08/02/2007 | 07/02/2014 | XLNX COMMON STOCK | 3,359 |
| NQSO (Right to Buy) | \$ 21.98 | 02/14/2011 | M | 11,250 | 03/11/2008 | 02/11/2015 | XLNX COMMON STOCK | 11,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Petrakian Raja 2100 LOGIC DRIVE SAN JOSE, CA 95124 | | | SVP WW Operations | |

Signatures

Raja Petrakian 02/14/2011

__Signature of Date
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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$33.6160 - \$33.69
- (2) The reporting person will provide upon request by the commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.