

FRIEDMAN DAVID R
 Form 4
 November 24, 2010

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)

C/O CITRIX SYSTEMS, INC., 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)
 11/23/2010

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)
 General Counsel & SVP, HR

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/23/2010 | | M | | 25,000 A \$ 31.93 | 83,889 | D |
| Common Stock | 11/23/2010 | | S | | 25,000 (1) D \$ 66.177 (2) | 58,889 | D |
| Common Stock | 11/23/2010 | | M | | 3,000 A \$ 39.86 | 61,889 | D |
| Common Stock | 11/23/2010 | | S | | 3,000 (1) D \$ 66.501 (3) | 58,889 | D |
| | 11/23/2010 | | M | | 45,647 A \$ 34.71 | 104,536 | D |

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| | | | | | | | |
|--------------|------------|--|---|---------------|---|------------------|----------|
| Common Stock | | | | | | | |
| Common Stock | 11/23/2010 | | S | 45,647 (1) | D | \$ 66.33 (4) | 58,889 D |
| Common Stock | 11/23/2010 | | M | 18,500 | A | \$ 32.75 | 77,389 D |
| Common Stock | 11/23/2010 | | S | 18,500 (1) | D | \$ 66.554 (5) | 58,889 D |
| Common Stock | 11/23/2010 | | M | 16,500 | A | \$ 26.64 | 75,389 D |
| Common Stock | 11/23/2010 | | S | 16,500 (1) | D | \$ 66.45 (6) | 58,889 D |
| Common Stock | 11/23/2010 | | M | 22,000 | A | \$ 20.09 | 80,889 D |
| Common Stock | 11/23/2010 | | S | 21,500 (1) | D | \$ 66.465 (7) | 59,389 D |
| Common Stock | 11/23/2010 | | S | 500 (1) | D | \$ 67.135 (8) | 58,889 D |

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

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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) | \$ 31.93 | 11/23/2010 | | M | 25,000 | 02/01/2008 ⁽⁹⁾ | 02/01/2012 | Common Stock | 25,000 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|----------------------------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 39.86 | 11/23/2010 | M | 3,000 | 10/01/2008 ⁽⁹⁾ | 10/01/2012 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 34.71 | 11/23/2010 | M | 45,647 | 03/01/2008 ⁽¹⁰⁾ | 02/01/2013 | Common Stock | 45,647 |
| Stock Option (Right to Buy) | \$ 32.75 | 11/23/2010 | M | 18,500 | 04/30/2009 ⁽⁹⁾ | 04/30/2013 | Common Stock | 18,500 |
| Stock Option (Right to Buy) | \$ 26.64 | 11/23/2010 | M | 16,500 | 07/31/2009 ⁽⁹⁾ | 07/31/2013 | Common Stock | 16,500 |
| Stock Option (Right to Buy) | \$ 20.09 | 11/23/2010 | M | 22,000 | 03/02/2010 ⁽⁹⁾ | 03/02/2014 | Common Stock | 22,000 |

Reporting Owners

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

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for David R. Friedman

11/24/2010

**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 sales reported in this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- (2) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.00 to \$66.39.
- (3) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.48 to \$66.56.
- (4) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.025 to \$66.595.

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- (5) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.40 to \$66.713.
- (6) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.115 to \$66.703.
- (7) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$66.11 to \$67.08.
- (8) The shares reported as sold on this line were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold; the actual sale prices per share range from \$67.13 to \$67.14.
- (9) Stock options vest at a rate of 1/3 of the shares underlying the stock option one year from the date of grant and at a rate of 1/36 monthly thereafter.
- (10) 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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