CITRIX SYSTEMS INC

Form 4

March 05, 2010

FORM 4

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

Check this box

if no longer subject to Form 4 or

Section 16. Form 5 obligations

may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DOW STEPHEN M Issuer Symbol CITRIX SYSTEMS INC [CTXS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title C/O SEVIN ROSEN FUNDS, 13455 03/03/2010 below) NOEL ROAD, SUITE 1670 (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 Form filed by More than One Reporting DALLAS, TX 75240

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			, ,	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)
Common Stock	03/03/2010		Code V S	Amount 108,182	(D)	Price \$ 43.8927	27,900	I (1)	See Footnote
Common Stock	03/04/2010		S	27,900	D	\$ 43.9143	0	I (2)	See Footnote
Common Stock							13,332	D	
Common Stock							294,400	I (3)	See Footnote

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240

X

Signatures

John V. Jaggers, As Attorney-In-Fact

03/05/2010

**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).

Previously filed Forms 4 have erroneously reported the number of common shares beneficially owned by Sevin Rosen Fund IX L.P. ("SRFIX"), Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF") and SRB Associates IX L.P. ("SRBIX"). Since November 2007, 136,082

- common shares have been beneficially owned by SRFIX, SRIX AFF and SRBIX, consisting of 133,381 common shares held by SRFIX, 2,652 common shares held by SRIX AFF and 49 common shares held by SRBIX. Stephen M. Dow ("Dow") is a managing member of SRB Associates IX L.L.C., the general partner of SRBIX, the general partner of SRFIX and SRIX AFF. Dow disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Total common shares of 136,082 represents 133,381 common shares held by SRFIX, 2,652 common shares held by SRIX AFF and 49 common shares held by SRBIX. Dow is a managing member of SRB Associates IX L.L.C., the general partner of SRBIX, the general partner of SRFIX and SRIX AFF. Dow disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein

Reporting Owners 2

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Total common shares of 294,400 represents 286,900 common shares held by the Dow Family Trust (the "Dow Trust"). Dow is a trustee

(3) and beneficiary of the Dow Trust, and 7,500 common shares held by Dow Investments L.P. (the "Dow L.P."). Dow is a general partner of Dow L.P. and is deemed to have sole dispositive power over the shares with no pecuniary interest.

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.