

LEVINE PETER
Form 5
February 17, 2009

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LEVINE PETER

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
CITRIX SYSTEMS INC [CTXS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & GM, Virtualization & Mgt

C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FORT LAUDERDALE, FL 33309

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | | | | | | | 29,358 ⁽¹⁾ | I | By SP Partners Investments LP ⁽¹⁾ |
| Common Stock | 12/31/2008 | | G | 2,054 | D | \$ 0 | 5,016 ⁽²⁾ | I | By The Summit Family Trust ⁽²⁾ |

| | | | | | | | | | |
|--------------|------------|---|---|-------|---|------|----------------------|---|--|
| Common Stock | 12/31/2008 | Â | G | 1,027 | A | \$ 0 | 1,027 ⁽³⁾ | I | The Peter Levine Children's Trust FBO Tatym A. Levine UAD 12/30/08 ⁽³⁾ |
| Common Stock | 12/31/2008 | Â | G | 1,027 | A | \$ 0 | 1,027 ⁽⁴⁾ | I | The Peter Levine Children's Trust FBO Oliver T. Levine UAD 12/30/08 ⁽⁴⁾ |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVINE PETER C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | Â | Â | Â SVP & GM, Virtualization & Mgt | Â |

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for Peter
Levine

02/17/2009

__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).

Shares received as merger consideration by SP Partners Investment LP ("SPPI") pursuant to the acquisition of XenSource, Inc. by Citrix Systems, Inc. Reflects the distribution of 10,000 shares for no consideration from SPPI to its partners on December 29, 2008. In a prior report filed on February 21, 2008, the reporting person reported indirect beneficial ownership of 41,428 shares of common stock of Citrix

- (1) Systems, Inc. This report incorrectly indicated that 5,600 of such shares were held by The Summit Family Trust ("Summit") and 35,828 of such shares were held by SPPI; in fact, 2,070 of such shares were held by Summit and 39,358 of the shares were held by SPPI. The reporting person is the trustee of Summit and Summit is a general partner and limited partner of SPPI. The reporting person disclaims beneficial ownership with respect to shares held by SPPI, except to the extent of his pecuniary interest therein.

Shares received as merger consideration by SPPI pursuant to the acquisition of XenSource, Inc. by Citrix Systems, Inc. and distributed to Summit in its capacity as a partner of SPPI. The reporting person is the trustee and has voting and dispositive power. The reporting person disclaims beneficial ownership with respect to shares held by Summit, except to the extent of his pecuniary interest therein.

- (2) Summit in its capacity as a partner of SPPI. The reporting person is the trustee and has voting and dispositive power. The reporting person disclaims beneficial ownership with respect to shares held by Summit, except to the extent of his pecuniary interest therein.
- (3) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership with respect to shares held by The Peter Levine Children's Trust FBO Tatym A. Levine UAD 12/30/2008, except to the extent of his pecuniary interest therein.

- (4) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership with respect to shares held by The Peter Levine Children's Trust FBO Oliver T. Levine UAD 12/30/2008, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.