

Caine Brett
 Form 4
 February 18, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Caine Brett

(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)

02/16/2011

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)

SVP, Online Services Division

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/16/2011 | | M | | 20,000 A \$ 39.86 | 53,511 ⁽²⁾ | D |
| Common Stock | 02/16/2011 | | S | | 16,379 ⁽¹⁾ D \$ 72.099 ⁽³⁾ | 37,132 | D |
| Common Stock | 02/16/2011 | | S | | 3,621 ⁽¹⁾ D \$ 72.65 ⁽⁴⁾ | 33,511 | D |
| Common Stock | 02/16/2011 | | M | | 15,000 A \$ 36.83 | 48,511 | D |
| Common Stock | 02/16/2011 | | S | | 12,582 ⁽¹⁾ D \$ 72.11 ⁽⁵⁾ | 35,929 | D |

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| | | | | | | | |
|--------------|------------|---|------------------------------|---|-------------------------------------|--------|---|
| Common Stock | 02/16/2011 | S | <u>2,418</u> ⁽¹⁾ | D | \$ <u>72.661</u> ⁽⁶⁾ | 33,511 | D |
| Common Stock | 02/16/2011 | M | 11,459 | A | \$ 32.75 | 44,970 | D |
| Common Stock | 02/16/2011 | S | <u>9,759</u> ⁽¹⁾ | D | \$ <u>72.112</u> ⁽⁷⁾ | 35,211 | D |
| Common Stock | 02/16/2011 | S | <u>1,700</u> ⁽¹⁾ | D | \$ <u>72.662</u> ⁽⁸⁾ | 33,511 | D |
| Common Stock | 02/16/2011 | M | 10,418 | A | \$ 26.64 | 43,929 | D |
| Common Stock | 02/16/2011 | S | <u>8,998</u> ⁽¹⁾ | D | \$ <u>72.125</u> ⁽⁹⁾ | 34,931 | D |
| Common Stock | 02/16/2011 | S | <u>1,420</u> ⁽¹⁾ | D | \$ <u>72.66</u> ⁽¹⁰⁾ | 33,511 | D |
| Common Stock | 02/16/2011 | M | 28,754 | A | \$ 20.09 | 62,265 | D |
| Common Stock | 02/16/2011 | S | <u>23,333</u> ⁽¹⁾ | D | \$ <u>72.094</u> ⁽¹¹⁾ | 38,932 | D |
| Common Stock | 02/16/2011 | S | <u>5,421</u> ⁽¹⁾ | D | \$ <u>72.652</u> ⁽¹²⁾ | 33,511 | D |
| Common Stock | | | | | | 13,637 | I |

Susan M. Caine and Brett M. Caine Trust ⁽¹³⁾

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|

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| Security | | | (D) (Instr. 3, 4, and 5) | | | | | | | | | |
|-----------------------------|----------|------------|--------------------------------|------|---|-----|-----|------------------|----------------------------|------------|----------------------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | \$ 39.86 | 02/16/2011 | | M | | | | 20,000 | 10/01/2008 ⁽¹⁴⁾ | 10/01/2012 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 36.83 | 02/16/2011 | | M | | | | 15,000 | 12/03/2008 ⁽¹⁴⁾ | 12/03/2012 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 32.75 | 02/16/2011 | | M | | | | 11,459 | 04/30/2009 ⁽¹⁴⁾ | 04/30/2013 | Common Stock | 11,459 |
| Stock Option (Right to Buy) | \$ 26.64 | 02/16/2011 | | M | | | | 10,418 | 07/31/2009 ⁽¹⁴⁾ | 07/31/2013 | Common Stock | 10,418 |
| Stock Option (Right to Buy) | \$ 20.09 | 02/16/2011 | | M | | | | 28,754 | 03/02/2010 ⁽¹⁴⁾ | 03/02/2014 | Common Stock | 28,754 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Caine Brett C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | SVP, Online Services Division | |

Signatures

/s/Antonio Gomes, Attorney-in-Fact for Brett M. Caine
 Date: 02/18/2011

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) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.

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- (2) Total reflects a transfer of 370 shares to the the Susan M. Caine and Brett M. Caine Trust (the "Caine Trust") on August 19, 2010, which were acquired under the Citrix Systems, Inc. stock purchase plan on July 30, 2010. Includes 301 shares acquired under the Citrix Systems, Inc. stock purchase plan on February 1, 2011.
- (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 \$71.582 to \$72.57.
- (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 \$72.58 to \$72.79.
- (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 \$71.60 to \$72.59.
- (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 \$72.60 to \$72.78.
- (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 \$71.60 to \$72.59.
- (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 \$72.61 to \$72.78.
- (9) 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 \$71.602 to \$72.59.
- (10) 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 \$72.61 to \$72.79.
- (11) 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 \$71.58 to \$72.57.
- (12) 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 \$72.58 to \$72.82.
- (13) These shares are held by the Caine Trust. The reporting person disclaims beneficial ownership with respect to shares held by the Caine Trust, except to the extent of his pecuniary interest therein.
- (14) These 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.

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.