

XILINX INC
Form 8-K
May 31, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **May 25, 2006**

XILINX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

0-18548
(Commission File
Number)

77-0188631
(IRS Employer
Identification No.)

2100 Logic Drive, San Jose, California
(Address of principal executive offices)

95124
(Zip Code)

Registrant's telephone number, including area code: **(408) 559-7778**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02

(b) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On May 31, 2006, Xilinx, Inc. issued a press release announcing that a member of the Board of Directors has decided not to stand for re-election to the Board for the upcoming year but will serve the remainder of his term through the Company's annual meeting of stockholders on July 26, 2006. A copy of this press release is furnished as Exhibit 99.1 to this report.

Item 9.01

Financial Statements and Exhibits:

(d) Exhibits

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| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release of Xilinx, Inc. dated May 31, 2006. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XILINX, INC.

Date: May 31, 2006

By: /s/

Thomas R. Lavelle

Thomas R. Lavelle

Vice President, Secretary and General Counsel

EXHIBIT INDEX

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