

CADENCE DESIGN SYSTEMS INC
 Form 4
 January 10, 2013

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 *
 TAN LIP BU

2. Issuer Name and Ticker or Trading Symbol
 CADENCE DESIGN SYSTEMS INC [CDNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2655 SEELY AVENUE, BLDG 5
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/16/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 President and CEO

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------|
| Common Stock | | | | (A) or (D) | Price | | Held By IRA ⁽¹⁾ | |
| Common Stock | | | | | | | By Trust 1 ⁽²⁾ | |
| Common Stock | 08/16/2012 | 08/16/2012 | Z | 41,108 A | \$ 0 | 615,970 | I | By Trust 2 |
| Common Stock | 08/16/2012 | 08/16/2012 | Z ⁽³⁾ | 41,108 D | \$ 0 | 258,331 | D | |
| Common Stock | 12/31/2012 | 12/31/2012 | G | V 25,000 A | \$ 0 | 25,000 | I | Held by Child 1 |

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| | | | | | | | | | | |
|--------------|------------|------------|------------------|---|--------|---|----------|---------|---|-----------------|
| Common Stock | 12/31/2012 | 12/31/2012 | G | V | 25,000 | A | \$ 0 | 25,000 | I | Held by Child 2 |
| Common Stock | 12/31/2012 | 12/31/2012 | G ⁽⁴⁾ | V | 25,000 | D | \$ 0 | 590,970 | I | By Trust 2 |
| Common Stock | 12/31/2012 | 12/31/2012 | G ⁽⁴⁾ | V | 25,000 | D | \$ 0 | 565,970 | I | By Trust 2 |
| Common Stock | 01/08/2013 | 01/08/2013 | F ⁽⁵⁾ | | 28,832 | D | \$ 13.68 | 229,499 | D | |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAN LIP BU 2655 SEELY AVENUE, BLDG 5 SAN JOSE, CA 95134 | | | President and CEO | |

Signatures

James J. Cowie, Attorney-in-Fact for
Lip-Bu Tan

01/10/2013

**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) Shares held by IRA FBO Lip-Bu Tan DB Securities Inc. Custodian Rollover Account DTD 5/19/97.

Amount of indirect beneficial ownership by the Reporting Person following the reported transaction other than the Lip-Bu Tan and Ysa

(2) Loo Trust dated 2/3/1992: (i) 7,000 shares held by L Tan & N Lee & W Lee Trustees, Pacven Walden Inc. 401(k) PSB FBO Lip-Bu Tan and (ii) 15,000 shares held by A&E Investment LLC, the sole member of which is the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.

(3) Shares transferred to the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.

(4) Shares gifted to child of Reporting Person by Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.

(5) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.

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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