

PAYNE JOHN GORDON
Form 4
February 21, 2012

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 *
PAYNE JOHN GORDON

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

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

SVP, Desktop Division

(Street)

FORT LAUDERDALE, FL 33309

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock ⁽¹⁾ | 02/16/2012 | | A | | 30,334 | A | \$ 0 |
| Common Stock ⁽³⁾ | 02/16/2012 | | A | | 9,120 | A | \$ 0 |
| Common Stock | | | | | 19,561 | I | |

The 2007 John G. Payne Family Trust u/d/t March 29, 2007 ⁽⁴⁾

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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 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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| PAYNE JOHN GORDON C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | SVP, Desktop Division | |

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for John Gordon Payne
 **Signature of Reporting Person
 02/21/2012
 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).
- These shares of Common Stock are issuable pursuant to a grant of restricted stock units (the "RSU Grant") pursuant to the Citrix Systems, Inc. (the "Company") long-term incentive program (the "Program") established under the Company's Amended and Restated 2005 Equity Incentive Plan, as amended. As of February 16, 2012, such RSU Grant was fully vested pursuant to the Program. Each vested restricted
- (1) stock unit entitles the Reporting Person to one share of the Company's Common Stock, payable following the earliest of (i) six months and one day following the Reporting Person's separation from service with the Company, (ii) the Reporting Person's death, and (iii) the effective date of a Change-in-Control (as defined in the long term incentive agreement entered into between the Company and the Reporting Person).
 - (2) Includes 170 shares acquired under the Citrix Systems, Inc. stock purchase plan on February 1, 2012.

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- (3) These shares of common stock are issuable pursuant to awards of performance-based restricted stock units that vest in three annual installments, with 33.4% vesting on the first anniversary of March 30, 2011 (the "grant date") and 33.3% vesting on each of the second and third anniversaries of the grant date.

- (4) These shares are held by the 2007 John G. Payne Family Trust u/d/t March 29, 2007 (the "Payne Family Trust"). The Reporting Person and the Reporting Person's spouse are the trustees of the Payne Family Trust. The Reporting Person disclaims beneficial ownership with respect to shares held by The Payne Family Trust, 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 is insufficient, *see* Instruction 6 for procedure.

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