

CITRIX SYSTEMS INC
 Form 4
 November 02, 2007

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 *
DOW STEPHEN M

(Last) (First) (Middle)

C/O SEVIN ROSEN FUNDS, 13455
 NOEL ROAD, SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/31/2007

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 10/31/2007 | | P | A \$ 42.499 | 263,328 ⁽¹⁾ | I | See Footnote 1 |
| Common Stock | 11/01/2007 | | A | A 3,333 ⁽²⁾ \$ 0 | 6,666 | D | |
| Common Stock | | | | | 1,147,479 ⁽³⁾ | I | See Footnote 3 |
| Common Stock | | | | | 22,819 ⁽⁴⁾ | I | See Footnote 4 |
| Common Stock | | | | | 17 ⁽⁵⁾ | I | See Footnote 5 |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option Right To Buy | \$ 42.62 | 11/01/2007 | | A | 10,000 | 12/01/2007 ⁽⁶⁾ 11/01/2017 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOW STEPHEN M
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

Signatures

John V. Jagers, As
Attorney-In-Fact

11/02/2007

__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 are held by the Dow Family Trust (the "Dow Trust"). Stephen M Dow ("Dow") is a trustee and beneficiary of the Dow Trust.

- (1) Includes 1,912 shares received as a distribution for no consideration from Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF") to its partners on October 29, 2007.
- (2) The 3,333 shares of Common Stock are in connection with the grant of restricted stock units that vest in equal monthly installments over a period of one year.
- (3)

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Reflects the distribution of 542,732 shares for no consideration from Sevin Rosen Fund IX L.P. ("SRFIX") to its partners on October 29, 2007. In prior reports, the Reporting Person reported beneficial ownership of 1,690,211 shares of Citrix Common Stock held by SRFIX. Reporting Person is a managing member of SRB Associates IX L.L.C., the general partner of SRB Associates IX L.P. ("SRBA IX", the general partner of SRFIX. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (4) Reflects the distribution of 10,794 shares for no consideration from SRIX AFF to its partners on October 29, 2007. In prior reports, the Reporting Person reported beneficial ownership of 33,613 shares of Citrix Common Stock held by SRIX AFF. Reporting Person is a managing member of SRB Associates IX L.L.C., the general partner of SRBA IX, the general partner of SRIX AFF. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (5) Reflects the distribution of 17 shares for no consideration from SRIX AFF to SRBA IX on October 29, 2007.
- (6) Stock options vest and are exercisable in equal monthly installments over a period of one year.

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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