

PAYNE JOHN GORDON
 Form 4
 November 10, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

 (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)
11/08/2010

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, Desktop 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 or Price		
Common Stock	11/08/2010		M		25,000 A \$ 39.92	62,426	D
Common Stock	11/08/2010		S		25,000 (2) D \$ 64.998 (3)	37,426	D
Common Stock	11/08/2010		M		25,000 A \$ 31.77	62,426	D
Common Stock	11/08/2010		S		25,000 (2) D \$ 64.987 (4)	37,426	D
	11/08/2010		M		10,000 A \$ 39.86	47,426	D

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Common Stock							
Common Stock	11/08/2010	S	<u>10,000</u> ⁽²⁾	D	\$ 64.987 <u>(5)</u>	37,426	D
Common Stock	11/08/2010	M	36,459	A	\$ 36.83	73,885	D
Common Stock	11/08/2010	S	<u>36,459</u> ⁽²⁾	D	\$ 64.987 <u>(6)</u>	37,426	D
Common Stock	11/08/2010	M	10,418	A	\$ 32.75	47,844	D
Common Stock	11/08/2010	S	<u>10,418</u> ⁽²⁾	D	\$ 64.986 <u>(7)</u>	37,426	D
Common Stock	11/08/2010	M	9,377	A	\$ 26.64	46,803	D
Common Stock	11/08/2010	S	<u>9,377</u> ⁽²⁾	D	\$ 64.988 <u>(8)</u>	37,426	D
Common Stock	11/08/2010	M	20,000	A	\$ 20.09	57,426	D
Common Stock	11/08/2010	S	<u>20,000</u> ⁽²⁾	D	\$ 64.987 <u>(9)</u>	37,426	D
Common Stock	11/08/2010	<u>G</u> ⁽¹⁾	V 213	D	\$ 0	37,213	D

Common Stock	11/08/2010	<u>G</u> ⁽¹⁾	V 213	A	\$ 0	19,561 <u>(10)</u>	I
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The 2007
John G.
Payne
Family
Trust u/d/t
March 29,
2007

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 39.92	11/08/2010		M		25,000		04/28/2007 ⁽¹¹⁾	04/28/2011	Common Stock	25,000
Stock Option (Right to Buy)	\$ 31.77	11/08/2010		M		25,000		07/31/2007 ⁽¹¹⁾	07/31/2011	Common Stock	25,000
Stock Option (Right to Buy)	\$ 39.86	11/08/2010		M		10,000		10/01/2008 ⁽¹¹⁾	10/01/2012	Common Stock	10,000
Stock Option (Right to Buy)	\$ 36.83	11/08/2010		M		36,459		12/03/2008 ⁽¹¹⁾	12/03/2012	Common Stock	36,459
Stock Option (Right to Buy)	\$ 32.75	11/08/2010		M		10,418		04/30/2009 ⁽¹¹⁾	04/30/2013	Common Stock	10,418
Stock Option (Right to Buy)	\$ 26.64	11/08/2010		M		9,377		07/31/2009 ⁽¹¹⁾	07/31/2013	Common Stock	9,377
Stock Option (Right to Buy)	\$ 20.09	11/08/2010		M		20,000		03/02/2010 ⁽¹¹⁾	03/02/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAYNE JOHN GORDON C/O CITRIX SYSTEMS, INC.			SVP, Desktop Division	

851 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for John Gordon
Payne

11/10/2010

**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 transaction involved a transfer of securities by the Reporting Person to the 2007 John G. Payne Family Trust u/d/t March 29, 2007 (the "Payne Family Trust").
 - (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
 - (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 \$64.50 to \$65.33.
 - (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 \$64.55 to \$65.31.
 - (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 \$64.57 to \$65.30.
 - (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 \$64.561 to \$65.30.
 - (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 \$64.57 to \$65.30.
 - (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 \$64.57 to \$65.30.
 - (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 \$64.55 to \$65.30.
- (10) 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.
- (11) 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.