

CITRIX SYSTEMS INC
 Form 4
 February 21, 2008

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 *
 LEVINE PETER

(Last) (First) (Middle)

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)
 02/13/2008

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, Delivery Systems 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 | (A) or (D) | Price | | | |
| Common Stock | 02/13/2008 | | S | | 25,000 | D | \$ 36.64 <u>(1)</u> | 70,828 <u>(2)</u> <u>(3)</u> | I | By SP Partners Investments LP |
| Common Stock | 02/20/2008 | | S | | 35,000 | D | \$ 36.47 <u>(4)</u> | 35,828 <u>(3)</u> | I | By SP Partners Investments LP |
| Common Stock | 02/13/2008 | | S | | 1,200 | D | \$ 36.64 <u>(1)</u> | 6,800 <u>(5)</u> | I | By The Summit Family Trust |

| | | | | | | | | | |
|-----------------|------------|--|---|-------|---|--------------------|-----------|---|----------------------------------|
| Common Stock | 02/20/2008 | | S | 1,200 | D | \$ 36.47 (4) | 5,600 (5) | I | By the Summit Family Trust |
|-----------------|------------|--|---|-------|---|--------------------|-----------|---|----------------------------------|

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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVINE PETER 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | SVP, Delivery Systems Division | |

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for Peter
Levine 02/21/2008

**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) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$36.60 to \$36.79.
 - (2) In a prior report filed on February 11, 2008, the reporting person reported indirect beneficial ownership of 103,828 shares of common stock of Citrix Systems, Inc. This report incorrectly indicated that all such shares were held by SP Partners Investment LP ("SPPI"). On

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December 21, 2007, 8,000 of these shares were transferred to The Summit Family Trust ("Summit"). As a result, this prior report should have indicated that, of the 103,828 shares of common stock of Citrix Systems, Inc. indirectly beneficially owned by the reporting person, 95,828 shares were held by SPPI and 8,000 shares were held by Summit.

- Shares received as merger consideration by SPPI, an entity of which the reporting person is a general partner, pursuant to the acquisition of XenSource, Inc. by Citrix Systems, Inc. The reporting person disclaims beneficial ownership with respect to shares held by SPPI, except to the extent of his pecuniary interest therein.
- (3)
- (4) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$36.30 to \$36.70.

- Shares received as merger consideration by SPPI pursuant to the acquisition of XenSource, Inc. by Citrix Systems, Inc. and transferred to Summit (see footnote 2), an entity of which the reporting person is the trustee and has voting and dispositive power. The reporting person disclaims beneficial ownership with respect to shares held by Summit, except to the extent of his pecuniary interest therein.
- (5)

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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