

CITRIX SYSTEMS INC  
Form 4  
June 04, 2014

**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, 13355  
NOEL ROAD, SUITE 1350

(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)  
06/02/2014

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 06/02/2014                           |                                                    | A                              | (A) or (D)<br>4,000<br>(1)                                        | \$ 0 18,364 (2)                                                                               | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 376,739 (2) (3)                                                                               | I                                                        | See Footnote (3)                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Owned Beneficially (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 |
| DOW STEPHEN M<br>C/O SEVIN ROSEN FUNDS<br>13355 NOEL ROAD, SUITE 1350<br>DALLAS, TX 75240 |               | X         |         |       |

## Signatures

John V. Jagers, As Attorney-In-Fact For Stephen M. Dow 06/04/2014

\_\_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) Grant of restricted stock units that vest in equal monthly installments over a period of one year. The Reporting Person has elected to defer receipt of 100% of the vested units until the Reporting Person's separation from service from the Board of Directors of Citrix Systems, Inc. (the "Company"), pursuant to the Outside Directors Deferred Compensation Program previously established by the Company.
- (2) Previously, the Reporting Person filed Forms 4 that incorrectly reported the amount of shares beneficially owned. The Reporting Person's last Form 4 filed on April 29, 2014 reported direct holdings of 6,364 shares and indirect holdings of 394,518 shares for a total of 400,882 shares beneficially owned. This total shares beneficially owned was 9,779 shares more than what was actually owned by the Reporting Person. This discrepancy was due to exercised options that were reported more than once as indirect holdings. Further, 8,000 deferred restricted stock units were previously incorrectly reported as indirect holdings. Accordingly, these restricted stock units are being reported herein as direct holdings. This did not change the amount of total shares beneficially owned by the Reporting Person.
- (3) Total common shares of 376,739 represents 319,239 common shares held by the Dow Family Trust ("Dow Trust"), 50,000 common shares held by Dow Investments L.P. ("Dow Investments") and 7,500 common shares held by Dow Investments I L.P. ("Dow L.P."). Steve Dow ("Dow") is a trustee and beneficiary of the Dow Trust, the General Partner of Dow Investments, and a general partner of Dow L.P. Dow is deemed to have sole dispositive power over the shares with no pecuniary interest.

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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