

TEMPLETON MARK B
Form 4
February 21, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMPLETON MARK B

(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)

02/16/2012

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)

CEO & President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	02/16/2012		A	120,000	A \$ 0	236,467	D
Common Stock ⁽²⁾	02/16/2012		F	2,740	D \$ 75.55	233,727	D
Common Stock ⁽³⁾	02/16/2012		A	27,930	A \$ 0	261,657	D
Common Stock						76,126	I
							The Mark B. Templeton Revocable Trust, dated

June 6,
2004 ⁽⁴⁾

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 Following Transaction (Instr. 6)
				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
TEMPLETON MARK B C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309	X CEO & President

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for Mark B.
Templeton

02/21/2012

**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) 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 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

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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) Represents shares withheld from the RSU Grant awarded under the Program to cover associated tax obligations.

These shares of common stock are issuable pursuant to awards of performance-based restricted stock units that vest in three annual

- (3) 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 Mark B. Templeton Revocable Trust, dated June 6, 2004. The reporting person disclaims beneficial ownership with respect to shares held by The Mark B. Templeton Revocable 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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