

CADENCE DESIGN SYSTEMS INC
 Form 4
 February 08, 2012

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 *
 TAN LIP BU

2. Issuer Name and Ticker or Trading Symbol
 CADENCE DESIGN SYSTEMS INC [CDNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2655 SEELY AVENUE, BLDG 5
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 President and CEO

SAN JOSE, CA 95134

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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					31,400	I ⁽¹⁾	Held By IRA			
Common Stock	02/06/2012		A ⁽²⁾		140,000	A	\$ 0	456,664	D	
Common Stock	02/06/2012		Z		75,000	A	\$ 0	545,755	I ⁽⁵⁾	By Trust ⁽⁴⁾
Common Stock	02/06/2012		Z ⁽⁶⁾		75,000	D	\$ 0	381,664	D	
Common Stock	02/08/2012		F ⁽⁷⁾		7,780	D	\$ 11.76	373,884	D	

Common Stock 02/08/2012 F(7) 7,779 D \$ 11.76 366,105 D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 11.62	02/06/2012		A	500,000	(3) 02/06/2019	Common Stock 50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAN LIP BU 2655 SEELY AVENUE, BLDG 5 SAN JOSE, CA 95134			President and CEO	

Signatures

James J. Cowie, Attorney-in-Fact for Lip-Bu Tan 02/08/2011
 **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) Shares held by IRA FBO Lip-Bu Tan DB Securities Inc. Custodian Rollover Account DTD 5/19/97.
- (2) Grant of performance based incentive stock.
- (3) Option vests at a rate of 1/48th per month.
- (4) Amount of securities beneficially owned includes 701 shares acquired by the reporting person through the Employee Stock Purchase Plan on January 31, 2012

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- Amount of shares beneficially owned following reported transaction includes: (i) 7,000 shares held by L Tan & N Lee & W Lee Trustees Pacven Walden Inc. 401(k) PSB FBO Lip-Bu Tan; (ii) 523,755 shares held by Lip-Bu Tan and Ysa Loo Tan dated 02/03/1992 (including 701 shares acquired through the Cadence Design Systems, Inc., Employee Stock Purchase Plan on January 31, 2012), and (iii) 15,000 shares held by A&E Investment LLC, the sole member of which is the Lip-Bu Tan and Ysa Loo Trust
- (5)
 - (6) Shares transferred to the Lip-Bu Tan and Ysa Loo Trust dated 02/03/1992.
 - (7) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.

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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