

CADENCE DESIGN SYSTEMS INC
 Form 4
 May 22, 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 *
 Cowie James J

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)
 10/09/2013

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Sr.VP, General Counsel

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	10/09/2013		Z	V 122,586 A \$ 0	122,586	I	By Trust (1)
Common Stock	10/09/2013		Z	V <u>122,586</u> (2) D \$ 0	0	D	
Common Stock	05/20/2014		M	60,000 A \$ 10.93	60,000	D	
Common Stock	05/20/2014		M	50,000 A \$ 4.2	110,000	D	
Common Stock	05/20/2014		S	<u>60,000</u> (3) D \$ 15.97	50,000	D	

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Common Stock 05/20/2014 S 50,000 (3) D \$ 16.24 0 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)
Non-Qualified Stock Option (right to buy)	\$ 10.93	05/20/2014		M	60,000	05/01/2008 04/01/2015	Common Stock 60
Non-Qualified Stock Option (right to buy)	\$ 4.2	05/20/2014		M	50,000	03/05/2009 02/05/2016	Common Stock 50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cowie James J 2655 SEELY AVENUE, BLDG 5 SAN JOSE, CA 95134			Sr.VP, General Counsel	

Signatures

Yoonie Y. Chang, Attorney-in-Fact for James J. Cowie 05/22/2014
 **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) Shares held by the Cowie Family Trust UAD 12/14/2012, of which Reporting Person and Reporting Person's spouse are trustees.

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- (2) Shares transferred to the Cowie Family Trust UAD 12/14/2012, of which Reporting Person and Reporting Person's spouse are trustees.
- (3) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person, effective March 11, 2014.

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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