

CADENCE DESIGN SYSTEMS INC
 Form 4
 February 25, 2015

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)
 02/11/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					31,400	I	Held By IRA ⁽¹⁾
Common Stock					51,000	I	Held by Child 1
Common Stock					15,000	I	By Trust 1 ⁽²⁾
Common Stock					7,000	I	By Trust 3 ⁽³⁾
Common Stock	02/11/2015		Z V	27,409 ⁽⁴⁾	D \$ 0	D	

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Common Stock	02/11/2015	Z V	27,409	A	\$ 0	827,501	I	By Trust 2 ⁽⁵⁾
Common Stock	02/20/2015	Z V	<u>11,813</u> (4)	D	\$ 0	249,998	D	
Common Stock	02/20/2015	Z V	11,813	A	\$ 0	839,314	I	By Trust 2 ⁽⁵⁾
Common Stock	02/23/2015	M	25,000	A	\$ 14.59	274,998	D	
Common Stock	02/23/2015	M	50,000	A	\$ 2.61	324,998	D	
Common Stock	02/23/2015	M	370,589	A	\$ 4.12	695,587	D	
Common Stock	02/23/2015	M	250,000	A	\$ 4.2	945,587	D	
Common Stock	02/23/2015	S	<u>695,589</u> (6)	D	\$ 18.431	249,998	D	
Common Stock	02/24/2015	M	79,411	A	\$ 4.12	329,409	D	
Common Stock	02/24/2015	M	41,000	A	\$ 2.61	370,409	D	
Common Stock	02/24/2015	S	<u>120,411</u> (6)	D	\$ 18.6238	249,998	D	
Common Stock	02/25/2015	M	9,000	A	\$ 2.61	258,998	D	
Common Stock	02/25/2015	M	70,174	A	\$ 4.12	329,172	D	
Common Stock	02/25/2015	S	<u>79,174</u> (6)	D	\$ 18.6674	249,998	D	

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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 14.59	02/23/2015	M			25,000	03/31/2006	04/01/2015	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 2.61	02/23/2015	M			50,000	01/08/2009	12/15/2015	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 4.12	02/23/2015	M			370,589	01/08/2010	01/08/2016	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 4.2	02/23/2015	M			250,000	03/05/2009	02/05/2016	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 4.12	02/24/2015	M			79,411	01/08/2010	01/08/2016	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 2.61	02/24/2015	M			41,000	01/08/2009	12/15/2015	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 2.61	02/25/2015	M			9,000	01/08/2009	12/15/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.12	02/25/2015	M			70,174	01/08/2010	01/08/2016	Common Stock	7

Reporting Owners

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

Signatures

Yoonie Y. Chang, Attorney-in-Fact for
Lip-Bu Tan

02/25/2015

**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 5/19/1997.

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- (2) Shares held by A&E Investment LLC, the sole member of which is the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.
- (3) Shares held by L Tan & N Lee & W Lee Trustees, Pacvan Walden Inc.
- (4) Shares transferred to the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.
- (5) Shares held by the Lip-Bu and Ysa Loo Trust date 2/3/1992.
- (6) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.