

Huang Charlie X.
Form 4
February 09, 2010

FORM 4

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

OMB APPROVAL

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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 *
Huang Charlie X.

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)
02/05/2010

____ Director
____ Officer (give title below) Sr. Vice President
____ 10% Owner
____ Other (specify below)

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | | | (A) | 10,844 | I | Held by reporting person's spouse. |
| Common Stock | | | | (A) | 11,420 | I | As Custodian for Minor Children ⁽¹⁾ |
| Common Stock | | | | (A) | 244,488 | I | Held by Trust ⁽²⁾ |
| | 02/05/2010 | | F ⁽³⁾ | 2,191 D | 69,529 | D | |

| | | | | | | | | | | |
|--------------|------------|--|------------------|--------|----|------|---------|---|--|------|
| Common Stock | | | | | \$ | | | | | 5.73 |
| Common Stock | 02/08/2010 | | A ⁽⁵⁾ | 40,000 | A | \$ 0 | 109,529 | D | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 | 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 | Nur | Sha |
| Non-Qualified Stock Option (right to buy) | \$ 5.6 | 02/08/2010 | | A | | ⁽⁴⁾ | 02/08/2017 | Common Stock | | | 13 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Huang Charlie X.
2655 SEELY AVENUE, BLDG 5
SAN JOSE, CA 95134

Sr.Vice President

Signatures

James J. Cowie, Attorney-in-Fact for Charlie X.
Huang

02/09/2010

 **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 securities are held in custodial accounts by reporting Person's spouse for the minor children of reporting person and reporting person's spouse.

(2) These securities are held by Huang-Zhang Trust U/A DTD 6/12/96, of which Reporting Person and Reporting Person's spouse are trustees.

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- (3) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.
- (4) Option vests at a rate of 1/48th per month.
- (5) Grant of performance based incentive stock.

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