Huang Charlie X. Form 4 February 09, 2011

### FORM 4

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

**SECURITIES** 

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Issuer

January 31, 2005

0.5

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

Estimated average response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

**CADENCE DESIGN SYSTEMS** 

Symbol

INC [CDNS]

1(b).

(Print or Type Responses)

Huang Charlie X.

1. Name and Address of Reporting Person \*

may continue.

(Last) (First) (Middle)  2655 SEELY AVENUE, BLDG 5			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2011				Director 10% Owner Officer (give title Other (specify below) Sr.Vice President					
(Street)			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					
SAN JOSE, CA 95134								Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table	e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
	Common Stock							11,861	I	Held by reporting person's spouse.		
	Common Stock							239,488	I	Held by Trust (1)		
	Common Stock							16,420	I	As Custodian for Children		
		02/07/2011			$F^{(2)}$	2,448	D	99,349	D			

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Common \$ 9.64 \$ Common Stock  $F_{\underline{(4)}} = 2,535 \text{ D} = 96,814 \text{ D}$ 

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.

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 or 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 9.66	02/08/2011		A	250,000	(3)	02/08/2018	Common Stock	25

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Huang Charlie X.

2655 SEELY AVENUE, BLDG 5 Sr.Vice President

SAN JOSE, CA 95134

# **Signatures**

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

Huang 02/09/2011

\*\*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) These securites are held by Huang-Zhang Trust U/A DTD 6/12/96, of which Reporting Person and Reporting Person's spouse are trustees.
- (2) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock.
- (3) Option vests at a rate of 1/48th per month.

Reporting Owners 2

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(4) 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. 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.