

XILINX INC
Form 4
July 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GAVRIELOV MOSHE

(Last) (First) (Middle)
2100 LOGIC DRIVE
(Street)

SAN JOSE, CA 95124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XILINX INC [XLNX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)
CEO

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| XLNX COMMON STOCK | 07/25/2013 | | M | | 130,000 A \$ 20.46 | 225,850 | D |
| XLNX COMMON STOCK | 07/25/2013 | | S | | 74,411 (1) (2) D \$ 46.0666 | 151,439 | D |
| XLNX COMMON STOCK | 07/25/2013 | | S | | 55,589 (3) (2) D \$ 46.3521 | 95,850 | D |
| XLNX COMMON | 07/26/2013 | | M | | 4,965 A \$ 20.46 | 100,815 | D |

STOCK

| | | | | | | | |
|-------------------------|------------|---|---------------------------|---|------------|---------|---|
| XLNX COMMON STOCK | 07/26/2013 | M | 125,035 | A | \$ 20.57 | 225,850 | D |
| XLNX COMMON STOCK | 07/26/2013 | S | <u>130,000</u> (4) (2) | D | \$ 45.941 | 95,850 | D |
| XLNX COMMON STOCK | 07/29/2013 | M | 130,000 | A | \$ 20.57 | 225,850 | D |
| XLNX COMMON STOCK | 07/29/2013 | S | <u>130,000</u> (5) (2) | D | \$ 45.8669 | 95,850 | 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 (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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| NQSO (Right to Buy) | \$ 20.46 | 07/25/2013 | | M | 130,000 | 01/07/2009 01/07/2015 | XLNX COMMON STOCK 130,000 |
| NQSO (Right to Buy) | \$ 20.46 | 07/26/2013 | | M | 4,965 | 01/07/2009 01/07/2015 | XLNX COMMON STOCK 4,965 |
| NQSO (Right to Buy) | \$ 20.57 | 07/26/2013 | | M | 125,035 | 08/01/2009 07/01/2016 | XLNX COMMON STOCK 125,035 |
| NQSO (Right to Buy) | \$ 20.57 | 07/29/2013 | | M | 130,000 | 08/01/2009 07/01/2016 | XLNX COMMON STOCK 130,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GAVRIELOV MOSHE 2100 LOGIC DRIVE SAN JOSE, CA 95124 | | | CEO | |

Signatures

Moshe
Gavrielov

07/29/2013

 **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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$45.28 - \$46.2750.
- (2) The reporting person will provide upon request by the commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$46.28 - \$46.49.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$45.70 - \$46.19.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$45.61 - \$46.31.

Remarks:

The transactions reported on this Form 4 were 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.