

CADENCE DESIGN SYSTEMS INC
 Form 4
 January 30, 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 *
 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)
 11/25/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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)
			Code	V Amount (A) or (D) Price			
Common Stock					11,855	I	Held by Reporting Person's spouse
Common Stock	11/25/2014		G	V <u>3,000</u> ⁽¹⁾ A \$ 0	29,520	I	As Custodian for Child
Common Stock	11/25/2014		G	V <u>3,000</u> ⁽²⁾ D \$ 0	226,388	I	Held in Trust ⁽³⁾
Common Stock	01/28/2015		M	60,000 A \$ 10.61	230,506	D	

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Common Stock	01/28/2015	Z	V	<u>60,000</u> (4)	D	\$ 0	170,506	D	
Common Stock	01/28/2015	Z	V	60,000	A	\$ 0	286,388	I	Held in Trust (3)

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)	\$ 10.61	01/28/2015		M	60,000	03/01/2008 02/01/2015	Common Stock 60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huang Charlie X. 2655 SEELY AVENUE, BLDG. 5 SAN JOSE, CA 95134			Executive Vice President	

Signatures

Yoonie Y. Chang, Attorney-in-Fact for Charlie X. Huang
01/30/2015

**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) The transfer of securities to this account was a bona fide gift from the Huang-Zhang Trust U/A DTD 6/12/96, of which Reporting Person and Reporting Person's spouse are trustees.

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- (2) The transfer of securities from the trust was a bona fide gift for the child of Reporting Person and Reporting Person's spouse.
- (3) 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.
- (4) Securities transferred to the Huang-Zhang Trust U/A DTD 6/12/96, of which Reporting Person and Reporting Person's spouse are trustees.

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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