

LAVELLE THOMAS R

Form 4

October 25, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAVELLE THOMAS R

(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)
10/24/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

VP General Counsel

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)
Common Stock	10/24/2006		M	20,000 A	\$ 23.49	26,870	D
Common Stock	10/24/2006		S	20,000 D	\$ 25.15	6,870	D
Common Stock	10/24/2006		M	10,000 A	\$ 23.49	16,870	D
Common Stock	10/24/2006		S	10,000 D	\$ 25.2	6,870	D
Common Stock	10/25/2006		M	9,375 A	\$ 23.49	16,245	D

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Common Stock	10/25/2006	S	9,375	D	\$ 25.5	6,870	D
Common Stock	10/25/2006	M	102	A	\$ 23.53	6,972	D
Common Stock	10/25/2006	S	102	D	\$ 25.5	6,870	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 23.49	10/24/2006		M	20,000	05/01/2003 04/01/2013	Common Stock 20
Non-Qualified Stock Option (right to buy)	\$ 23.49	10/24/2006		M	10,000	05/01/2003 04/01/2013	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 23.49	10/25/2006		M	9,375	05/01/2003 04/01/2013	Common Stock 9,
Non-Qualified Stock Option (right to buy)	\$ 23.53	10/25/2006		M	102	10/28/2001 09/28/2011	Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAVELLE THOMAS R 2100 LOGIC DRIVE	VP General Counsel

SAN JOSE, CA 95124

Signatures

THOMAS R
LAVELLE

10/25/2006

__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).

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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