

XILINX INC
Form 4
August 15, 2013

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 *
TURNER MARSHALL C

(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)
08/13/2013

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)

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)
XLNX COMMON STOCK	08/13/2013		M	(A) or (D) A	4,893 (\$ 0)	D	
XLNX COMMON STOCK	08/14/2013		S	(A) or (D) D	5,000 (\$ 45.3463)	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)
Restricted Stock Unit <u>(1)</u>	\$ 0	08/13/2013		M	4,893	08/13/2013 08/13/2013	XLNX COMMON STOCK
Restricted Stock Unit	<u>(2)</u>	08/14/2013		A	3,660	08/12/2014 ⁽³⁾ <u>(4)</u>	XLNX COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER MARSHALL C 2100 LOGIC DRIVE SAN JOSE, CA 95124				

Signatures

Marshall C. Turner Jr. 08/14/2013

**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) This report reflects the settlement of restricted stock units, each of which represents a right to receive one share of Xilinx common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of XLNX common stock upon vesting of the unit.
- (3) The restricted stock units will vest, subject to the reporting person's continued service, on the day immediately preceding the day of the next annual meeting of the stockholders of the Issuer following the transaction date.
- (4) Vested restricted stock units will be settled by the issuance of shares of XLNX common stock to the reporting person on the vesting date and thereupon will terminate.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$45.32 to \$45.37.
- (6) 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.

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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