

CADENCE DESIGN SYSTEMS INC
 Form 4
 February 06, 2014

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)
 09/09/2013

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

SAN JOSE, CA 95134
 (City) (State) (Zip)

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

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					12,211	I	Held by reporting person's spouse.
Common Stock	09/09/2013		G		3,000 (1) \$ 13.27	A	As Custodian for Children
Common Stock	09/09/2013		G		3,000 (2) \$ 13.27	D	Held by Trust
	02/04/2014		A		\$ 0	A	
					181,875	D	

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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. The transfer of securities from the trust was a bona fide gift for the children of Reporting Person and Reporting Person's spouse.

- (3) Grant of performance-based incentive stock.
- (4) Option vests at a rate of 1/48th per month.
- (5) 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.

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