

XILINX INC
Form 4
October 22, 2014

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 *
HOWARD WILLIAM G JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2014

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

SAN JOSE, CA 95124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
XLNX COMMON STOCK	10/20/2014 ⁽¹⁾		M		18,000 A \$ 21.12	18,000	D
XLNX COMMON STOCK	10/20/2014 ⁽¹⁾		M		12,000 A \$ 29.27	30,000	D
XLNX COMMON STOCK	10/20/2014 ⁽¹⁾		G		5,000 A \$ 0	26,605	I By Trust
XLNX COMMON STOCK	10/20/2014 ⁽¹⁾		S		25,000 (2) (3) D \$ 41.5086	5,000	D

XLNX
COMMON 10/20/2014⁽¹⁾ G 5,000 D \$ 0 0 D
STOCK

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)	Amount or Number of Shares
NQSO (Right to Buy)	\$ 21.12	10/20/2014 ⁽¹⁾		M	18,000	01/03/2009 01/02/2015	XLNX COMMON STOCK	18,000
NQSO (Right to Buy)	\$ 29.27	10/20/2014 ⁽¹⁾		M	12,000	01/04/2006 01/03/2015	XLNX COMMON STOCK	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD WILLIAM G JR 2100 LOGIC DRIVE SAN JOSE, CA 95124				

Signatures

William G. Howard 10/20/2014

**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) Acquisition/Disposition of Derivative and/or Non-Derivative securities is pursuant to a 10b5-1 Plan.

(2) Price represents weighted average for sales reported. The range of prices for the sales reported is \$41.42 - \$41.59.

(3) 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.

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.