

GAVRIELOV MOSHE
Form 4
May 02, 2011

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 *
GAVRIELOV MOSHE

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)
04/28/2011

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
XLNX COMMON STOCK	04/28/2011		M		100,000	A	\$ 20.46
XLNX COMMON STOCK	04/28/2011		S		100,000 (1) (2)	D	\$ 34.4869
XLNX COMMON STOCK	04/29/2011		M		39,845	A	\$ 20.46
XLNX COMMON	04/29/2011		S		39,845 (3) (4)	D	\$ 34.9425

STOCK

XLNX
COMMON 05/02/2011 M 50,000 A \$ 20.46 55,127 D
STOCK (5)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
NQSO (Right to Buy)	\$ 20.46	04/28/2011		M	100,000	01/07/2009 01/07/2015	XLNX COMMON STOCK 100,000
NQSO (Right to Buy)	\$ 20.46	04/29/2011		M	39,845	01/07/2009 01/07/2015	XLNX COMMON STOCK 39,845
NQSO (Right to Buy)	\$ 20.46	05/02/2011		M	50,000	01/07/2009 01/07/2015	XLNX COMMON STOCK 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAVRIELOV MOSHE 2100 LOGIC DRIVE SAN JOSE, CA 95124			CEO	

Signatures

Moshe Gavriellov 05/02/2011

**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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$34.25 - \$34.995.
- (2) 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.
- (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.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$34.76 - \$35.37.
- (5) 50,000 shares acquired hereby satisfies the company's stock ownership requirement for its CEO.

Remarks:

The sale transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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