

CADENCE DESIGN SYSTEMS INC

Form 4

August 06, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller James S JR

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)
08/06/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President, PTO

SAN JOSE., CA 95134

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
Common Stock	08/06/2007		M		100,000	A	\$ 13.1 366,958
Common Stock	08/06/2007		S		1,100	D	\$ 20.69 365,858
Common Stock	08/06/2007		S		47,054	D	\$ 20.7 318,804
Common Stock	08/06/2007		S		15,200	D	\$ 20.71 303,604
Common Stock	08/06/2007		S		4,000	D	\$ 20.72 299,604

Edgar Filing: CADENCE DESIGN SYSTEMS INC - Form 4

Common Stock	08/06/2007	S	4,700	D	\$ 20.73	294,904	D
Common Stock	08/06/2007	S	5,200	D	\$ 20.74	289,704	D
Common Stock	08/06/2007	S	500	D	\$ 20.745	289,204	D
Common Stock	08/06/2007	S	16,326	D	\$ 20.75	272,878	D
Common Stock	08/06/2007	S	920	D	\$ 20.76	271,958	D
Common Stock	08/06/2007	S	1,000	D	\$ 20.77	270,958	D
Common Stock	08/06/2007	S	3,100	D	\$ 20.78	267,858	D
Common Stock	08/06/2007	S	900	D	\$ 20.79	266,958	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.1	08/06/2007		M	100,000	<u>(1)</u> 09/17/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miller James S JR 2655 SEELY AVENUE, BLDG. 5	Executive Vice President, PTO

SAN JOSE,, CA 95134

Signatures

James J. Cowie, Attorney-in-Fact for James S.
Miller, Jr.

08/06/2007

__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) Stock option was granted on September 17, 2004 and is vesting at a rate of 25% on September 19, 2005 and 1/48th per month thereafter.

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.