

CADENCE DESIGN SYSTEMS INC  
 Form 4  
 November 23, 2016

**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 \*  
 Cowie James J

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)  
 11/21/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, General Counsel

SAN JOSE, CA 95134

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

(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                    |                                      |                                                    |                                |                                                                   | 25,416                                                                                        | I                                                        | By Trust (1)                                          |
| Common Stock                    | 11/21/2016                           |                                                    | M                              | 32,500 A \$ 9.66                                                  | 118,749                                                                                       | D                                                        |                                                       |
| Common Stock                    | 11/21/2016                           |                                                    | S                              | 32,500 (2) D \$ 26.6204                                           | 86,249                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/21/2016                           |                                                    | M                              | 32,500 A \$ 9.66                                                  | 118,749                                                                                       | D                                                        |                                                       |
| Common Stock                    | 11/21/2016                           |                                                    | S                              | 32,500 (2) D \$ 26.69                                             | 86,249                                                                                        | D                                                        |                                                       |

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|              |            |   |                      |   |          |         |   |
|--------------|------------|---|----------------------|---|----------|---------|---|
| Common Stock | 11/21/2016 | M | 32,500               | A | \$ 11.62 | 118,749 | D |
| Common Stock | 11/21/2016 | S | <u>32,500</u><br>(2) | D | \$ 26.69 | 86,249  | 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.**

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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) |       |                |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------|----------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title | Am or Num of S |
| Non-Qualified Stock Option (Right to buy)  | \$ 9.66                                                | 11/21/2016                           |                                                    | M                              | 32,500                                                                                  | 03/08/2011 02/08/2018                                    | Common Stock                                                | 32    |                |
| Non-Qualified Stock Option (Right to buy)  | \$ 9.66                                                | 11/21/2016                           |                                                    | M                              | 32,500                                                                                  | 03/08/2011 02/08/2018                                    | Common Stock                                                | 32    |                |
| Non-Qualified Stock Option (Right to buy)  | \$ 11.62                                               | 11/21/2016                           |                                                    | M                              | 32,500                                                                                  | 03/06/2012 02/06/2019                                    | Common Stock                                                | 32    |                |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                 | Other |
| Cowie James J<br>2655 SEELY AVENUE, BLDG. 5<br>SAN JOSE, CA 95134 |               |           | Sr. VP, General Counsel |       |

## Signatures

Yoonie Y. Chang, Attorney-in-Fact for James J. Cowie  
11/23/2016

\_\_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) Shares are held by the Cowie Family Trust UAD 12/14/2012, of which Reporting Person and Reporting Person's spouse are trustees.

(2) The transaction reported in this Form 4 was 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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