

OOI BOON C  
Form 4  
July 03, 2008

**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 \*

OOI BOON C

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

SAN JOSE, CA 95124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

XILINX INC [XLNX]

3. Date of Earliest Transaction (Month/Day/Year)  
07/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 07/02/2008                           |  | M                              | 3,812 A   | \$ 0 <sup>(1)</sup>   | 8,635  | D                                 |
| Common Stock                    | 07/02/2008                           |  | F                              | 1,363 D   | \$ 23.78  | 7,272  | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 24.29   | 07/01/2008                           |  | A                              | 60,000  | 08/01/2008 <sup>(2)</sup> 07/01/2015                     | Common Stock                   |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 07/02/2008                           |  | M                              | 3,812   | <sup>(3)</sup> 11/12/2014 <sup>(1)</sup>                 | Common Stock                   |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| OOI BOON C<br>2100 LOGIC DRIVE<br>SAN JOSE, CA 95124 |               |           | VP Operations |       |

## Signatures

Boon Ooi 07/03/2008

    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) Each restricted stock unit represents a contingent right to receive one share of Xilinx, Inc. common stock.
- (2) Subject to the continued employment of the reporting person through the applicable vesting date, this option is exercisable in 48 substantially equal installments beginning on the grant date. Total vesting period is over four years.
- (3) Subject to the continued employment of the reporting person through the applicable vesting date, the restricted stock units may vest and be settled on each of the first 4 anniversaries of the date of grant (July 2, 2007) with the exact number to vest and be settled dependent on satisfaction of specified performance goals set forth in the award agreement.

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.