SHOVEN JOHN B

Form 4 January 24, 2005

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SHOVEN JOHN B			2. Issuer Name and Ticker or Trading Symbol CADENCE DESIGN SYSTEMS INC [CDN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) 2655 SEELY	(First)  AVENUE,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2005	_X_ Director 10% Owner Officer (give title Other (specify below)
SAN JOSE, O	(Street) 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 Acc	quired, Disposed of, or Beneficially Owned

						1	· · · · · · · · · · · · · · · · · · ·		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		equired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	· · ·
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)	,	
			Code V	Amount	(D)	Price	(		
Common Stock	01/20/2005		M	14,000	A	\$ 5.8333	29,000	D	
Common Stock	01/20/2005		S <u>(1)</u>	14,000	D	\$ 13.06	15,000	D	

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

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# 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 5.8333	01/20/2005		M	14,000	(2)	04/04/2005	Common	14,0

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHOVEN JOHN B 2655 SEELY AVENUE, BLDG. 5 X SAN JOSE, CA 95134

## **Signatures**

R.L. Smith McKeithen, Attorney-in-Fact for John B.
Shoven
01/24/2005

\*\*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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2004
- Option was gratned on April 4, 1995 with the following vesting schedule: 22,494 shares were vested on April 4, 1996 and 45,006 shares were vested at a rate of 1/24th per month commencing on April 4, 1996.

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.

Reporting Owners 2