

Hover-Smoot Scott
Form 4
November 16, 2009

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 *
Hover-Smoot Scott

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)
11/12/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| XLNX COMMON STOCK | 11/12/2009 | | M | | 2,000 (1) | A | \$ 0 |
| XLNX COMMON STOCK | 11/12/2009 | | F | | 734 | D | \$ 22.82 |

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

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SEC 1474
(9-02)

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| RSU 2007 Nov 12 (2) | \$ 0 (3) | 11/12/2009 | | M | 2,000 | 11/12/2009(4) 11/12/2011(5) | XLNX COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hover-Smoot Scott 2100 LOGIC DRIVE SAN JOSE, CA 95124 | | | VP General Counsel | |

Signatures

Scott
Hover-Smoot 11/16/2009

**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) This report reflects the settlement of restricted stock units, each of which represents a contingent right to receive one share of Xilinx common stock.
- (2) This report reflects the settlement of restricted stock units, each of which represents a contingent right to receive one share of Xilinx common stock.
- (3) This report reflects the settlement of restricted stock units, each of which represents a contingent right to receive one share of Xilinx common stock.
- (4) Subject to the continued employment of the reporting person through the applicable vesting date, the restricted stock units will vest in equal installments and be settled on each of the first four anniversaries of the date of grant.
- (5) Subject to the continued employment of the reporting person through the applicable vesting date, the restricted stock units will vest in equal installments and be settled on each of the first four anniversaries of the date of grant.

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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