

XILINX INC

Form 4

August 11, 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 *
 Lee Thomas H

 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)
 08/09/2016

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

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)
XLNX COMMON STOCK	08/09/2016		M	1,052 (1) A \$ 0	1,052	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)

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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 Underlying Securities (Instr. 3 and 4)	Am or Num of Sha
Restricted Stock Unit (1)	\$ 0	08/09/2016		M	1,052	08/09/2016	XLNX COMMON STOCK	1,
Restricted Stock Unit	\$ 0	08/10/2016		A	3,872	(2) (3)	XLNX COMMON STOCK	3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Thomas H 2100 LOGIC DRIVE SAN JOSE, CA 95124				

Signatures

/s/ Steven C. Madrigal, Attorney-in-fact for Thomas
H. Lee 08/10/2016

__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) This report reflects the settlement of previously issued restricted stock units. Each restricted stock unit represents a right to receive one share of Xilinx common stock.
- (2) The restricted stock units will vest, subject to the reporting person's continued service, on the day immediately preceding the day of the next annual meeting of the stockholders of the Issuer following the transaction date.
- (3) Vested restricted stock units will be settled by the issuance of shares of XLNX common stock to the reporting person on the vesting date and thereupon will terminate.

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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