

Modi Nimish Harsukh
 Form 4
 February 09, 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 *
 Modi Nimish Harsukh

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)
 02/05/2009

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Sr. Vice President - R&D

SAN JOSE, 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 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)
Common Stock				(A) or (D)			Held by Trust ⁽¹⁾
Common Stock	02/05/2009		A	30,000 ⁽³⁾	A \$ 0 61,531	D ⁽⁴⁾	

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 4.2	02/05/2009		A		200,000		(5)	02/05/2016	Common Stock	20

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Modi Nimish Harsukh
2655 SEELY AVENUE, BLDG 5
SAN JOSE, CA 95134

Sr. Vice President - R&D

Signatures

James J. Cowie, Attorney-in-Fact for Nimish H. Modi

02/09/2009

**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) These securities are held by The Modi Family Revocable Trust dated 2/14/2007, with Nimish Modi and Parul Modi as trustees.
- (2) Reflects a correction of an administrative error contained in the Form 3 filed on November 6, 2008, which included 25,500 shares held directly by the reporting person.
- (3) Incentive Stock Award vests every 6 months over a 3-year term, subject to the achievement of certain performance criteria.
- (4) Beneficial ownership includes 6,031 shares of common stock acquired by the reporting person through the Cadence Design Systems, Inc. Employee Stock Purchase Plan on January 30, 2009. Also reflects an increase in direct ownership per Footnote 2 above.
- (5) Stock Option vests at a rate of 1/48th per month.

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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