

VIJ SANDEEP  
Form 4  
May 02, 2007

**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 \*  
VIJ SANDEEP

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2007

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

VP WW Marketing

(Street)  
SAN JOSE, CA 95124

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/02/2007                           |  | M                              | V Amount (A) or (D) Price<br>100,000 A \$ 21.8125                 | 100,001   | D  |   |
| Common Stock                    | 05/02/2007                           |  | S                              | 100,000 D \$ 29.9182  | 1   | D  |   |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   | 16,000  | I  | Jt Trust  |
| Common Stock                    |                                      |  |                                |   | 1,690   | I  | by Daughter   |
| Common Stock                    |                                      |  |                                |   | 1,810   | I  | by Son  |

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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)

Table with 7 main columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Row 1: Non-Qualified Stock Option (right to buy), \$ 21.8125, 05/02/2007, M, 100,000, 05/01/1999, 04/01/2009, Common Stock.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Row 1: VIJ SANDEEP, 2100 LOGIC DRIVE, SAN JOSE, CA 95124; Relationships: Director, 10% Owner, Officer, VP WW Marketing, Other.

Signatures

Sandeep S. Vij, 05/02/2007
\*\*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) officer indirectly holds 888 shares of Xilinx common stock

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.