

CADENCE DESIGN SYSTEMS INC
 Form 4
 August 06, 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 *
 Miller James S JR

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)
 08/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President, PTO

SAN JOSE,, CA 95134

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)
			Code	V	Amount	Price	
Common Stock	08/06/2007		M		100,000	A \$ 13.1	366,958 D
Common Stock	08/06/2007		S		1,100	D \$ 20.69	365,858 D
Common Stock	08/06/2007		S		47,054	D \$ 20.7	318,804 D
Common Stock	08/06/2007		S		15,200	D \$ 20.71	303,604 D
Common Stock	08/06/2007		S		4,000	D \$ 20.72	299,604 D

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Common Stock	08/06/2007	S	4,700	D	\$ 20.73	294,904	D
Common Stock	08/06/2007	S	5,200	D	\$ 20.74	289,704	D
Common Stock	08/06/2007	S	500	D	\$ 20.745	289,204	D
Common Stock	08/06/2007	S	16,326	D	\$ 20.75	272,878	D
Common Stock	08/06/2007	S	920	D	\$ 20.76	271,958	D
Common Stock	08/06/2007	S	1,000	D	\$ 20.77	270,958	D
Common Stock	08/06/2007	S	3,100	D	\$ 20.78	267,858	D
Common Stock	08/06/2007	S	900	D	\$ 20.79	266,958	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. 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
Non-Qualified Stock Option (right to buy)	\$ 13.1	08/06/2007		M	100,000	<u>(1)</u> 09/17/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller James S JR 2655 SEELY AVENUE, BLDG. 5			Executive Vice President, PTO	

SAN JOSE,, CA 95134

Signatures

James J. Cowie, Attorney-in-Fact for James S.
Miller, Jr.

08/06/2007

__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) Stock option was granted on September 17, 2004 and is vesting at a rate of 25% on September 19, 2005 and 1/48th per month thereafter.

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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