GAVRIELOV MOSHE

Form 4 February 10, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

10% Owner

OMB APPROVAL

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GAVRIELOV MOSHE

CADENCE DESIGN SYSTEMS INC [CDNS]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title Other (specify below) below)

2655 SEELY AVENUE, BLDG. 5

(Street)

02/08/2006

EVP, GM, Verification Division 6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

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

3.

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

Transaction(A) or Disposed of Code (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year)

(Instr. 8) (Instr. 3, 4 and 5)

Following Reported Transaction(s)

140,000

(A) (Instr. 3 and 4) Amount (D) Price

4. Securities Acquired

Common 02/08/2006 Stock

Code V 40,000 A A \$0 (1)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	D)		7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Non-qualified stock option (right to buy)	\$ 16.525	02/08/2006		A	100,000	(2)	02/08/2016	Common Stock	100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAVRIELOV MOSHE 2655 SEELY AVENUE, BLDG. 5 SAN JOSE, CA 95134

EVP, GM, Verification Division

Signatures

R.L. Smith McKeithen, Attorney-in-Fact for Moshe
Gavrielov

02/09/2006

**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) Grant of restricted stock.
- (2) Option was granted on February 8, 2006 and vests at a rate of 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. 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.

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