

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) (1) The financial statements required by Item 15(a) are included in Item 8 of this Annual Report on Form 10-K.

(2) The financial statement schedules required by Item 15(a) are included in Item 8 of this Annual Report on Form 10-K.

Schedules not filed have been omitted because they are not applicable, are not required or the information required to be set forth therein is included in the financial statements or notes thereto.

(3) The exhibits listed below in (c) are filed or incorporated by reference as part of this Annual Report on Form 10-K.

(b) Reports on Form 8-K

On January 21, 2004, Xilinx furnished a report on Form 8-K relating to its financial information for the fiscal quarter ended January 3, 2004, as presented in a press release dated January 21, 2004.

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1(1)	Restated Certificate of Incorporation of the Company, as amended to date.
3.2(2)	Bylaws of the Company, as amended to date.
4.1(3)	Preferred Shares Rights Agreement dated as of October 4, 1991 between the Company and The First National Bank of Boston, as Rights Agent.
10.1(4)	Lease dated March 27, 1995 for adjacent facilities at 2055 Logic Drive and 2065 Logic Drive, San Jose, California.
10.2(4)	First Amendment to Master Lease dated April 27, 1995 for the Company's facilities at 2100 Logic Drive and 2101 Logic Drive, San Jose, California.
10.3(5)	Lease dated October 8, 1997 for an additional facility on Logic Drive, San Jose, California.
10.4.1(6)	Agreement of Purchase and Sale of Land in Longmont, Colorado dated November 24, 1997.
10.4.2(6)	First Amendment to Agreement of Purchase and Sale of Land in Longmont, Colorado dated January 15, 1998.
10.5(2)*	1988 Stock Option Plan, as amended.
10.6(7)*	1990 Employee Qualified Stock Purchase Plan, as amended.
10.7(7)*	1997 Stock Option Plan.
10.8(2)*	Form of Indemnification Agreement between the Company and its officers and directors.
10.9(8)*	Letter Agreement dated as of January 22, 1996 of the Company to Willem P. Roelandts.
10.10.1(8)*	Consulting Agreement dated as of June 1, 1996 between the Company and Bernard V. Vonderschmitt.
10.10.2(6)*	Amended Services and Compensation Exhibit to the Consulting Agreement dated as of June 1, 1996 between the Company and Bernard Vonderschmitt.
10.10.3(6)*	Second Amendment to the Consulting Agreement dated as of June 1, 1996 between the Company and Bernard Vonderschmitt.
10.11(9)*	Letter Agreement dated as of April 1, 1997 of the Company to Richard W. Sevcik.
10.12.1(10)(11)	Foundry Venture Agreement dated as of September 14, 1995 between the Company and United Microelectronics Corporation (UMC).
10.12.2(10)(11)	FabVen Foundry Capacity Agreement dated as of September 14, 1995 between the Company and UMC.
10.12.3(10)(11)	Written Assurances Re: Foundry Venture Agreement dated as of September 29, 1995 between UMC and the Company.

Exhibit Number	Description
10.13.1(8)(10)	Advance Payment Agreement entered into on May 17, 1996 between Seiko Epson Corporation (Seiko) and the Company.
10.13.2(6)(10)	Amended and Restated Advance Payment Agreement with Seiko dated December 12, 1997.
10.14(8)	Indenture dated November 1, 1995 between the Company and State Street Bank and Trust Company.
10.15(10)(12)	Letter Agreement dated January 13, 2000 between the Company and UMC.
10.16(13)*	Supplemental Stock Option Plan.
21.1	Subsidiaries of the Company.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included in the signature page).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- (1) Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended March 30, 1991.
- (2) Filed as an exhibit to the Company's Registration Statement on Form S-1 (File No. 33-34568) which was declared effective June 11, 1990.
- (3) Filed as an exhibit to the Company's Registration Statement on Form S-1 (File No. 33-43793) effective November 26, 1991.
- (4) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended April 1, 1995.
- (5) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 1997.
- (6) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended December 27, 1997.
- (7) Filed as an exhibit to the Company's Registration Statement on Form S-8 (File No. 333-62897) effective September 4, 1998.
- (8) Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended March 30, 1996.
- (9) Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended March 29, 1997.
- (10) Confidential treatment requested as to certain portions of these documents.
- (11) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1995.
- (12) Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2001.
- (13) Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended March 30, 2002.

* Management contract or compensatory plan or arrangement required to be filed as an exhibit to the Company's Annual Report on Form 10-K pursuant to Item 15(c) herein.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 4th day of June 2004.

XILINX, INC.

By: /s/ WILLEM P. ROELANDTS
*Willem P. Roelandts,
 President, Chief Executive Officer and
 Chairman of the Board of Directors*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Willem P. Roelandts and Kris Chellam, jointly and severally, his/her attorneys-in-fact, each with the power of substitution, for him/her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his/her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934 this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ WILLEM P. ROELANDTS </u> (Willem P. Roelandts)	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	June 4, 2004
<u> /s/ KRIS CHELLAM </u> (Kris Chellam)	Senior Vice President, Finance and Chief Financial Officer (Principal Accounting and Financial Officer)	June 4, 2004
<u> /s/ RICHARD W. SEVCIK </u> (Richard W. Sevcik)	Executive Vice President, General Manager and Director	June 4, 2004
<u> /s/ JOHN L. DOYLE </u> (John L. Doyle)	Director	June 4, 2004
<u> /s/ JERALD G. FISHMAN </u> (Jerald G. Fishman)	Director	June 4, 2004
<u> /s/ PHILIP T. GIANOS </u> (Philip T. Gianos)	Director	June 4, 2004
<u> /s/ WILLIAM G. HOWARD, JR. </u> (William G. Howard, Jr.)	Director	June 4, 2004
<u> /s/ HAROLD E. HUGHES, JR. </u> (Harold E. Hughes, Jr.)	Director	June 4, 2004
<u> /s/ ELIZABETH VANDERSLICE </u> (Elizabeth Vanderslice)	Director	June 4, 2004