

Pham Trac
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pham Trac

(Last) (First) (Middle)

690 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SYNOPSYS INC [SNPS]

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

02/22/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	02/22/2019		M	11,825 A	\$ 42.43 37,167	D	
Common Stock	02/22/2019		S	11,825 D	\$ 102.3659 25,342	D	
Common Stock	02/22/2019		M	2,154 A	\$ 39.09 27,496	D	
Common Stock	02/22/2019		S	2,154 D	\$ 102.3659 25,342	D	
	02/22/2019		M	875 A	\$ 35.71 26,217	D	

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Common
Stock

Common Stock	02/22/2019	S	875	D	\$ 102.3659 (1)	25,342	D
Common Stock	02/22/2019	S	6,781	D	\$ 102.4228 (2)	18,561	D
Common Stock	02/25/2019	M	5,146	A	\$ 42.43	23,707	D
Common Stock	02/25/2019	S	5,146	D	\$ 103.0186 (3)	18,561	D
Common Stock	02/25/2019	S	3,219	D	\$ 102.975 (4)	15,342	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 35.71	02/22/2019		M		875		08/24/2013	05/24/2020	Common Stock	875
Non-Qualified Stock Option (right to buy)	\$ 39.09	02/22/2019		M		2,154		08/23/2014	05/23/2021	Common Stock	2,154
Non-Qualified Stock Option (right to buy)	\$ 42.43	02/22/2019		M		11,825		03/12/2015	12/12/2021	Common Stock	11,825
	\$ 42.43	02/25/2019		M		5,146		03/12/2015	12/12/2021		5,146

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pham Trac 690 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	CFO

Signatures

By: POA pursuant Christina Escalante-Dutra For: Trac
Pham

02/26/2019

__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) Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$102.35 to \$102.441. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(2) Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$102.40 to \$102.49. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(3) Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$103.00 to \$103.06. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(4) Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$102.97 to \$103.00. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

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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