

DE GEUS AART
Form 4
December 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
DE GEUS AART

2. Issuer Name and Ticker or Trading Symbol
SYNOPSIS INC [SNPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 EAST MIDDLEFIELD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

MOUNTAIN VIEW, CA 94043

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 or Price		
Common Stock	12/23/2011		M		21,000 A \$ 0 ⁽¹⁾	595,761	D
Common Stock	12/23/2011		F		9,803 ₍₂₎ D \$ 27.32	585,958	D
Common Stock	12/23/2011		M		19,950 A \$ 0 ⁽¹⁾	605,908	D
Common Stock	12/23/2011		F		9,313 ₍₂₎ D \$ 27.32	596,595	D
Common Stock	12/23/2011		M		15,208 A \$ 0 ⁽¹⁾	611,803	D

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Common Stock	12/23/2011	F	7,100 (2)	D	\$ 27.32	604,703	D	
Common Stock	12/23/2011	M	16,675	A	\$ 0 (1)	621,378	D	
Common Stock	12/23/2011	F	7,784 (2)	D	\$ 27.32	613,594	D	
Common Stock						22,000	I	By Spouse (3)
Common Stock						109,305	I	By Trust

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/23/2011		D	21,000	12/23/2011	12/23/2011	Common Stock	21,000
Restricted Stock Units	\$ 0	12/23/2011		D	19,950	12/23/2011	12/08/2012	Common Stock	19,950
Restricted Stock Units	\$ 0	12/23/2011		D	15,208	12/23/2011	12/08/2013	Common Stock	15,208
Restricted Stock Units	\$ 0	12/23/2011		D	16,675	12/23/2011 ⁽⁴⁾	12/08/2014	Common Stock	16,675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE GEUS AART 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X		Chairman of the Board & CEO	

Signatures

/s/ Stephen Buckhout pursuant to POA for: Aart de Geus

12/23/2011

__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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock of Synopsys, Inc.

These shares were retained by Synopsys, Inc. in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the performance restricted stock unit award. The Compensation Committee of Synopsys, Inc.'s Board of

(2) Directors approved the disposition of shares by the award holder and the amount retained by Synopsys, Inc. was not in excess of the amount of the tax liability.

(3) Reporting person disclaims beneficial ownership by spouse.

(4) 25% of the units vest on the date shown, followed by three equal annual installments vesting on December 8 of each year.

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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