

DE GEUS AART  
Form 4  
December 05, 2008

**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 \*  
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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

700 EAST MIDDLEFIELD ROAD

12/03/2008

Chairman of the Board & CEO

(Street)

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

MOUNTAIN VIEW, CA 94043

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/03/2008                           |  | F                              | (A)<br>or<br>(D)<br>7,508<br>(1)                                  | \$ 15.09  | 490,933  | D   |
| Common Stock                    | 12/03/2008                           |  | A                              | 21,000  | \$ 0 (2)  | 511,933  | D   |
| Common Stock                    |                                      |  |                                |   | 22,000  | I  | by Spouse (3)   |
| Common Stock                    |                                      |  |                                |   | 119,611   | I  | by Trust (4)  |

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)<br>(Instr. 3, 4, and 5) |        |                                      | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--------------------------------------|--|---|
|  |  |                                      |  |                                | Code   | V      | (A)                                  |  |   |
| Restricted Stock Units                     | \$ 0   | 12/03/2008                           |  | A <sup>(5)</sup>               |  | 84,000 | 12/03/2008 <sup>(6)</sup> 12/10/2011 | Common Stock   |   |
| Restricted Stock Units                     | \$ 0   | 12/03/2008                           |  | D                              |  | 21,000 | 12/03/2008 12/10/2011                | Common Stock   |   |

## Reporting Owners

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

## Signatures

By: Stephen Buckhout pursuant to POA For: Aart de Geus

12/05/2008

\_\_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).

These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the

- (1) vesting of an installment of the performance restricted stock unit award. The Compensation Committee approved the disposition of shares by the award holder and the amount retained by the Company was not in excess of the amount of the tax liability.
- (2) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (3) Reporting person disclaims beneficial ownership by spouse
- (4) 94,391 shares previously contributed to a grantor attained annuity trust were returned to the reporting person on September 12, 2008.

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- (5) On 12/10/07 the reporting person was granted Restricted Stock Units the vesting of which was based on satisfaction of certain performance criteria for the fiscal year ending 10/31/08. The performance criteria were met.
- (6) 25% of the units vest on the date shown followed by three equal annual installments.

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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