

CHAN CHI-FOON
Form 4
December 14, 2012

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 *
CHAN CHI-FOON

2. Issuer Name and Ticker or Trading Symbol
SYNOPSYS 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)
12/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-CEO & President

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/12/2012		F	5,450 (1) D \$ 32.38	190,338	D	
Common Stock	12/12/2012		M	11,675 A \$ 0	202,013	D	

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 Underlying (Instr. 3)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 32.38	12/12/2012		A ⁽²⁾		160,000		03/12/2013 ⁽³⁾	12/12/2019	Common Stock
Restricted Stock Units	\$ 0	12/12/2012		A ⁽⁴⁾		46,700		12/12/2012 ⁽⁵⁾	12/08/2015	Common Stock
Restricted Stock Units	\$ 0	12/12/2012		D		11,675		12/12/2012 ⁽⁵⁾	12/08/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAN CHI-FOON 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X		Co-CEO & President	

Signatures

By: Stephen Buckhout pursuant to POA For: Chi-Foon Chan 12/14/2012

__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) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan
 - (3) Option vests in 16 equal quarterly installments beginning on the date shown.
 - (4) On 12/08/11 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 11/03/12. The performance criteria were met.
 - (5) 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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