

SYNOPSYS INC

Form 4

May 27, 2015

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 *
CHAN CHI-FOON

(Last) (First) (Middle)

700 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)

05/22/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Co-CEO & President

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/22/2015 | | M | | 28,750 | A | \$ 26.56 | 238,592 | D |
| Common Stock | 05/22/2015 | | S ⁽¹⁾ | | 28,750 | D | \$ 49.3127 | 209,842 | D |
| Common Stock | 05/22/2015 | | M | | 35,000 | A | \$ 27.65 | 244,842 | D |
| Common Stock | 05/22/2015 | | S ⁽¹⁾ | | 35,000 | D | \$ 49.3127 | 209,842 | D |
| Common Stock | 05/22/2015 | | M | | 40,000 | A | \$ 32.38 | 249,842 | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|---------|---|
| Common Stock | 05/22/2015 | S ⁽¹⁾ | 40,000 | D | \$ 49.3127 | 209,842 | D |
| Common Stock | 05/22/2015 | M | 39,025 | A | \$ 38.07 | 248,867 | D |
| Common Stock | 05/22/2015 | S ⁽¹⁾ | 39,025 | D | \$ 49.3127 | 209,842 | D |
| Common Stock | 05/22/2015 | S ⁽¹⁾ | 10,000 | D | \$ 49.3127 | 199,842 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 26.56 | 05/22/2015 | | M ⁽¹⁾ | | 28,750 | | 12/09/2014 | 12/09/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 27.65 | 05/22/2015 | | M ⁽¹⁾ | | 35,000 | | 03/08/2012 ⁽²⁾ | 12/08/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 32.38 | 05/22/2015 | | M ⁽¹⁾ | | 40,000 | | 03/12/2013 ⁽²⁾ | 12/12/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 38.07 | 05/22/2015 | | M ⁽¹⁾ | | 39,025 | | 03/12/2014 ⁽²⁾ | 12/12/2020 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

CHAN CHI-FOON

700 EAST MIDDLEFIELD ROAD

X

Co-CEO & President

MOUNTAIN VIEW, CA 94043

Signatures

By: Mary Lai pursuant to POA For: Chi-Foon
Chan

05/27/2015

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

(2) Option vests in 16 equal quarterly installments beginning on the date shown.

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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