RUNKEL JOHN F JR
Form 4
December 14, 2018

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUNKEL JOHN F JR

(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)
12/12/2018

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 below) _____ Other (specify below)
General Counsel &

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2018		M		1,105	A	$ 0	19,553	D	
Common Stock	12/12/2018		F		548 (1)	D	$ 89.76	19,005	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 and Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	$ 89.76	12/12/2018		A(2)		21,164		12/12/2019(3)	12/12/2025	Common Stock
Restricted Stock Units	$ 0	12/12/2018		A(4)		4,419		12/12/2018(5)	12/08/2021	Common Stock
Restricted Stock Units	$ 0	12/12/2018		D			1,105	12/12/2018(5)	12/08/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUNKEL JOHN F JR 690 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			General Counsel &	

Signatures

By: POA pursuant Christina Escalante-Dutra For: John Frederick Runkel, Jr.	12/14/2018
**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) These shares were retained by the Company 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 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. The Compensation Committee of the Board of Directors approved an option grant value of $450,000, with the number of shares subject to the option to be determined by dividing that amount by the fair value of an option to acquire a share of Synopsys common stock on the grant date using the Black-Scholes option pricing model.

(3) 1/4 of the grant becomes exercisable one year after grant date with the remainder becoming exercisable in a series of 12 equal quarterly installments thereafter.

(4) On 12/08/17 the Compensation Committee of the Board of Directors approved a Restricted Stock Unit grant value of $400,000, with the number of granted Restricted Stock Units to be determined by dividing that amount by the closing price of Synopsys common stock on the grant date. The vesting of such Restricted Stock Units was based on satisfaction of certain performance criteria for the fiscal year

ending 11/03/18. 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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