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SYNOPSYS Form 4	INC										
November 3	0, 2006										
FORM	14		a= a= 1			~~~			PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru	Section Public U	NGES IN SECUI 16(a) of th Jtility Hol nvestmen	Estimated burden hou response	Estimated average burden hours per response 0.5							
1(b).											
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> GANDHI MANOJ			Symbol	er Name an PSYS IN		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (A	Middle)	3. Date of	of Earliest T	ransaction		(Check an applicable)				
700 EAST MIDDLEFIELD ROAD			(Month/Day/Year) 11/29/2006				Director 10% Owner X Officer (give title Other (specify below) Sr. VP & GM				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
MOUNTAI	N VIEW, CA 94	043					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)		
Reminder: Ren	oort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perso inform requir	ns who res nation con red to resp nys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 20.73	11/29/2006		J <u>(1)</u>		15,000		11/29/2006	12/06/2012	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GANDHI MANOJ 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			Sr. VP & GM					
Signatures								
By: Stephen Buckhout pursuant to P Gandhi	OA For: N	Manoj	11/30/2006					
<u>**Signature of Reporting Per</u>	son		Date					

**Signature of Reporting Person

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).

On December 6, 2005, the reporting person was granted an option to purchase shares of common stock. The option vests in two equal installments based on Synopsys's satisfaction of certain performance criteria for each of the fiscal years ending October 31, 2006 and (1) 2007. The performance criteria for 2006 were met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.