**CHAN CHI-FOON** Form 4

December 10, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **CHAN CHI-FOON** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SYNOPSYS INC [SNPS]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner Other (specify

700 EAST MIDDLEFIELD ROAD

(Street)

(Month/Day/Year) 12/08/2010

X\_ Officer (give title below) Pres & COO

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 Form filed by More than One Reporting

Person

**MOUNTAIN VIEW, CA 94043** 

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (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)
Common Stock	12/08/2010		Code V F	Amount 2,918 (1)	(D)	Price \$ 26.58	141,857	D	
Common Stock	12/08/2010		F	5,054 (1)	D	\$ 26.58	136,803	D	
Common Stock	12/08/2010		F	1,844 (2)	D	\$ 26.58	134,959	D	
Common Stock	12/08/2010		M	3,950	A	\$ 0 (3)	138,909	D	
Common Stock	12/08/2010		M	10,825	A	\$ 0 (3)	149,734	D	

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Common Stock 12/08/2010 M 6,250 A \$ 0 (3) 155,984 D

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

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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. Transactio Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underly (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 26.56	12/09/2010		J <u>(4)</u>	115,000	· /	03/09/2011(5)	12/09/2017	Comr
Restricted Stock Units	\$ 0	12/08/2010		D		6,250	12/08/2010	12/08/2010	Comr
Restricted Stock Units	\$ 0	12/08/2010		D		3,950	12/08/2010	12/10/2010	Comr
Restricted Stock Units	\$ 0	12/08/2010		D		10,825	12/08/2010	12/08/2012	Comr

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
CHAN CHI-FOON							
700 EAST MIDDLEFIELD ROAD	X		Pres & COO				
MOUNTAIN VIEW, CA 94043							

## **Signatures**

By: Stephen Buckhout pursuant to POA For: Chi-Foon Chan 12/10/2010

\*\*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).

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- 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.
- 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 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.
- (3) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (4) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan
- (5) 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. 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.