Naddaf Esfandiar Form 4 May 23, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Naddaf Esfandiar

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

SYNOPSYS INC [SNPS]

700 EAST MIDDLEFIELD ROAD

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

05/20/2011

X_ Officer (give title

(Check all applicable)

below) VP, Controller

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MOUNTAIN VIEW, CA 94043

(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) ctiomr Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	05/20/2011		M	1,047	A	\$ 17.64	2,264	D	
Common Stock	05/20/2011		S	1,047	D	\$ 26.7624 (1)	1,217	D	
Common Stock	05/20/2011		M	624	A	\$ 21.02	1,841	D	
Common Stock	05/20/2011		S	624	D	\$ 26.85	1,217	D	
Common Stock	05/20/2011		S(2)	975	D	\$ 26.7591	242	D	

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(3)

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. Transactic Code (Instr. 8)	5. Number opportunities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	o N o S
Non-Qualified Stock Option (right to buy)	\$ 17.64	05/20/2011		M(2)	1,047	03/10/2009(4)	12/10/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 21.02	05/20/2011		M(2)	624	03/04/2010(5)	12/04/2016	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Naddaf Esfandiar 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			VP, Controller			

Signatures

By: Stephen Buckhout pursuant to POA For: Esfandiar Naddaf 05/23/2011

**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).

Reporting Owners 2

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- (1) The average price of \$26.7624 consists of 800 at \$26.75, 147 at \$26.77, 100 at \$26.85
- (2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) The average price of \$26.7591 consists of 144 at \$26.7401, 700 at \$26.75, 31 at \$26.76, 100 at \$26.85
- (4) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly installments
- (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.