

CHAN CHI-FOON
Form 4
December 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
SYNOPSIS INC [SNPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 EAST MIDDLEFIELD ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & COO

MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------|---|--|---|
| | | | Code | V | Amount | Price | | |
| Common Stock | 12/23/2011 | | M | | 11,000 | \$ 0 ⁽¹⁾ | 167,815 | D |
| Common Stock | 12/23/2011 | | F | | 5,135 ⁽²⁾ | \$ 27.32 | 162,680 | D |
| Common Stock | 12/23/2011 | | M | | 10,825 | \$ 0 ⁽¹⁾ | 173,505 | D |
| Common Stock | 12/23/2011 | | F | | 5,054 ⁽²⁾ | \$ 27.32 | 168,451 | D |
| Common Stock | 12/23/2011 | | M | | 10,000 | \$ 0 ⁽¹⁾ | 178,451 | D |

Edgar Filing: CHAN CHI-FOON - Form 4

| | | | | | | | |
|--------------|------------|---|--------------|---|----------|---------|---|
| Common Stock | 12/23/2011 | F | 4,668 (2) | D | \$ 27.32 | 173,783 | D |
| Common Stock | 12/23/2011 | M | 9,575 | A | \$ 0 (1) | 183,358 | D |
| Common Stock | 12/23/2011 | F | 4,470 (2) | D | \$ 27.32 | 178,888 | 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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 11,000 | 12/23/2011 | 12/23/2011 | Common Stock | 11,000 |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 10,825 | 12/23/2011 | 12/08/2012 | Common Stock | 10,825 |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 10,000 | 12/23/2011 | 12/08/2013 | Common Stock | 10,000 |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 9,575 | 12/23/2011(3) | 12/08/2014 | Common Stock | 9,575 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAN CHI-FOON 700 EAST MIDDLEFIELD ROAD | X | | Pres & COO | |

MOUNTAIN VIEW, CA 94043

Signatures

/s/ Stephen Buckhout pursuant to POA for: Chi-Foon
Chan

12/23/2011

__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).

(1) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock of Synopsys, Inc.

These shares were retained by Synopsys, Inc. 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 of Synopsys, Inc.'s Board of

(2) Directors approved the disposition of shares by the award holder and the amount retained by Synopsys, Inc. was not in excess of the amount of the tax liability.

(3) 25% of the units vest on the date shown, followed by three equal annual installments vesting on December 8 of each year.

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.