Naddaf Esfandiar Form 4 February 27, 2012

### FORM 4

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

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

Form 5

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Naddaf Esfandiar

2. Issuer Name and Ticker or Trading

Symbol

SYNOPSYS INC [SNPS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/24/2012

700 EAST MIDDLEFIELD ROAD

(Street)

(First)

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

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

VP, Controller

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) Tab	le I - Non-	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit boor Dispos (Instr. 3, 4	ed of (	` ′	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	02/24/2012		M	416	A	\$ 17.64	998	D	
Common Stock	02/24/2012		S	416	D	\$ 30.45	582	D	
Common Stock	02/24/2012		M	3,752	A	\$ 24.22	4,334	D	
Common Stock	02/24/2012		S	3,752	D	\$ 30.45	582	D	
Common Stock	02/24/2012		M	16,248	A	\$ 24.22	16,830	D	

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Common Stock S 16,248 D \$ 30.3056 582 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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.64	02/24/2012		M(2)	416	03/10/2009(3)	12/10/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.22	02/24/2012		M(2)	3,752	02/19/2012	02/27/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.22	02/24/2012		M(2)	16,248	02/19/2012	02/27/2015	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

02/27/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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) The average price of \$30.3056 which consists of 100 @ 30.28, 100 @ 30.29, 300 @ 30.2902, 248 @ 30.30, 15,200 @ 30.3050, 100 @ 30.31, 100 @ 30.39, 100 @ 30.41
- (2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly installments

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.