

Naddaf Esfandiar
Form 4
December 10, 2010

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Naddaf Esfandiar

(Last) (First) (Middle)

700 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SYNOPSYS INC [SNPS]

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

12/08/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ 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

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)	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 Ownership (Instr. 4)
Common Stock	12/08/2010		F	413 ⁽¹⁾ D	\$ 26.58 313	D	
Common Stock	12/08/2010		F	303 ⁽¹⁾ D	\$ 26.58 10	D	
Common Stock	12/08/2010		M	825 A	\$ 0 ⁽²⁾ 835	D	
Common Stock	12/08/2010		M	1,125 A	\$ 0 ⁽²⁾ 1,960	D	

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

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(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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 26.56	12/09/2010		J ⁽³⁾		12,500		03/09/2011 ⁽⁴⁾	12/09/2017	Common Stock
Restricted Stock Units	\$ 0	12/08/2010		D		1,125		12/08/2010	12/10/2012	Common Stock
Restricted Stock Units	\$ 0	12/08/2010		D		825		12/08/2010	12/08/2013	Common Stock
Restricted Stock Units	\$ 0	12/09/2010		A		4,200		12/08/2011 ⁽⁵⁾	12/08/2014	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

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).

These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the
(1) 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.

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- (2) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (3) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan
- (4) Option vests in 16 equal quarterly installments beginning on the date shown.
- (5) The restricted stock units vest in four equal annual installments beginning December 8, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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