

DE GEUS AART
Form 4
December 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
DE GEUS AART

(Last) (First) (Middle)

700 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/08/2009 | | A | | 13,500 A \$ 0 ⁽¹⁾ | 390,758 | D |
| Common Stock | 12/08/2009 | | F | | 5,646 ⁽²⁾ D \$ 20.74 | 385,112 | D |
| Common Stock | | | | | | 22,000 | I by Spouse ⁽³⁾ |
| Common Stock | | | | | | 275,000 | I by Trust ⁽⁴⁾ |

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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|--------------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right to buy) | \$ 21.02 | 12/04/2009 | | J ⁽⁵⁾ | | 182,500 | | 03/04/2010 ⁽⁶⁾ | 12/04/2016 | Common Stock |
| Restricted Stock Units | \$ 0 | 12/08/2009 | | D | | 13,500 | | 12/08/2007 ⁽⁷⁾ | 12/08/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| DE GEUS AART 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | X | | | Chairman of the Board & CEO |

Signatures

By: Stephen Buckhout pursuant to POA For: Aart de Geus

12/08/2009

__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.

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

(2) 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.

(3) Reporting person disclaims beneficial ownership by spouse

(4) On September 1, 2009, the reporting person established a new grantor retained annuity trust for the benefit of himself and his two minor children and contributed 275,000 shares of SNPS common stock thereto. On September 12, 2006, the reporting person contributed 275,000 shares of SNPS common stock to a grantor retained annuity trust for the benefit of himself and his two minor children (the "2006 GRAT"). The reporting person previously reported returns of an aggregate of [155,389] shares from the 2006 GRAT to himself. The 2006 GRAT terminated on September 12, 2009, at which time an aggregate of 14,852 shares were gifted to trusts for the benefit of the

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reporting person's minor children, each trust of which has an independent trustee. In addition, on September 12, 2009, the remaining [104,759] shares in the 2006 GRAT were returned to the reporting person.

- (5) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan
- (6) Option vests in 16 equal quarterly installments beginning on the date shown.
- (7) 25% of the units vest on the date shown followed by three equal annual installments.

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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