

BEATTIE BRIAN M
Form 4
December 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
BEATTIE BRIAN M

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
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CFO

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/23/2011 | | M | | 6,875 A \$ 0 ⁽¹⁾ | 20,273 | D |
| Common Stock | 12/23/2011 | | F | | 2,522 ⁽²⁾ D \$ 27.32 | 17,751 | D |
| Common Stock | 12/23/2011 | | M | | 6,650 A \$ 0 ⁽¹⁾ | 24,401 | D |
| Common Stock | 12/23/2011 | | F | | 3,104 ⁽²⁾ D \$ 27.32 | 21,297 | D |
| Common Stock | 12/23/2011 | | M | | 5,000 A \$ 0 ⁽¹⁾ | 26,297 | D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|--------|---|
| Common Stock | 12/23/2011 | F | 2,007 (2) | D | \$ 27.32 | 24,290 | D |
| Common Stock | 12/23/2011 | M | 4,575 | A | \$ 0 (1) | 28,865 | D |
| Common Stock | 12/23/2011 | F | 2,135 (2) | D | \$ 27.32 | 26,730 | 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 Amount of Underlying Securities (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 | 6,875 | 12/23/2011 12/23/2011 | Common Stock | 6,875 | |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 6,650 | 12/23/2011 12/08/2012 | Common Stock | 6,650 | |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 5,000 | 12/23/2011 12/08/2013 | Common Stock | 5,000 | |
| Restricted Stock Units | \$ 0 | 12/23/2011 | | D | 4,575 | 12/23/2011(3) 12/08/2014 | Common Stock | 4,575 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BEATTIE BRIAN M
700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

CFO

Signatures

/s/ Stephen Buckhout pursuant to POA for: Brian M
Beattie

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 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.

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