

Cabrera Brian E
 Form 4
 February 24, 2010

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 *
 Cabrera Brian E

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)
 02/24/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Legal & General Counsel

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/24/2010 | | M | | 55,000 | A | \$ 19.76 61,598 |
| Common Stock | 02/24/2010 | | S | | 55,000 | D | \$ 22.0001 6,598 <u>(1)</u> |
| Common Stock | 02/24/2010 | | M | | 10,208 | A | \$ 17.64 16,806 |
| Common Stock | 02/24/2010 | | S | | 10,208 | D | \$ 22.0001 6,598 <u>(1)</u> |
| | 02/24/2010 | | S | | 6,598 | D | \$ 22 0 |

Common
Stock

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 17.64 | 02/24/2010 | | M | 10,208 | 03/10/2009 ⁽²⁾ 12/10/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.76 | 02/24/2010 | | M | 55,000 | 06/07/2007 ⁽³⁾ 06/07/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cabrera Brian E 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | | | VP, Legal & General Counsel | |

Signatures

By: Stephen Buckhout pursuant to POA For: Brian E Cabrera
02/24/2010

**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).
- (1) All shares sold on this date sold at the average price of \$22.000061 of which 64,808 sold at \$22.00 and 400 sold at \$22.01.

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- (2) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly installments
- (3) 25% of the grant becomes exercisable one year after grant date with the remainder becoming exercisable in a series of 36 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.

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