

DE GEUS AART
Form 4
December 04, 2009

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 *
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
SYNOPSYS INC [SNPS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2009

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/04/2009		A	21,000	A \$ 0 ⁽¹⁾	372,329	D
Common Stock	12/04/2009		A	19,950	A \$ 0 ⁽¹⁾	392,279	D
Common Stock	12/04/2009		F	7,703 ⁽²⁾	D \$ 21.02	384,576	D
Common Stock	12/04/2009		F	7,318 ⁽²⁾	D \$ 21.02	377,258	D
Common Stock						22,000	I by Spouse ⁽³⁾

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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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	12/04/2009		D	21,000	12/04/2009 12/10/2011	Common Stock
Restricted Stock Units	\$ 0	12/02/2009		A ⁽⁵⁾	79,800	12/04/2009 ⁽⁶⁾ 12/08/2012	Common Stock
Restricted Stock Units	\$ 0	12/04/2009		D	19,950	12/04/2009 12/08/2012	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

12/04/2009

**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

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

(4) 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 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) On 12/10/08 the reporting person was granted Restricted Stock Units the vesting of which was based on satisfaction of certain performance criteria for the fiscal year ending 10/31/09. The performance criteria were met.

(6) 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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