

CHAN CHI-FOON  
Form 4  
December 07, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
CHAN CHI-FOON

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)  
12/03/2010

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

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 or Price		
Common Stock	12/03/2010		F		3,668 (1)	D	
Common Stock	12/03/2010		M		10,000	A	\$ 0 (2)
Common Stock	12/03/2010		M		45,000	A	\$ 23.72
Common Stock	12/03/2010		S		45,000	D	\$ 26.237 (3)
Common Stock	12/03/2010		M		50,000	A	\$ 18.55

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					\$		
Common Stock	12/03/2010	S	50,000	D	26.2391 (4)	138,910	D
Common Stock	12/04/2010	F	5,135 (1)	D	\$ 26.25	133,775	D
Common Stock	12/04/2010	M	11,000	A	\$ 0 (2)	144,775	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.55	12/03/2010		M(5)	50,000	12/17/2008 12/17/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.72	12/03/2010		M(5)	45,000	08/28/2005 08/28/2011	Common Stock	
Restricted Stock Units	\$ 0	12/04/2010		D	11,000	12/04/2010 12/10/2011	Common Stock	
Restricted Stock Units	\$ 0	12/03/2010		D	10,000	12/03/2010(6) 12/08/2013	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAN CHI-FOON 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X		Pres & COO	

## Signatures

By: Stephen Buckhout pursuant to POA For: Chi-Foon  
Chan

12/07/2010

\_\_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) These shares were retained by the Company 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 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.
- (2) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (3) The average price of \$26.2370 consists of: 1900 @ 26.17, 400 @ 26.1704, 200 @ 26.1713, 2300 @ 26.18, 200 @ 26.1804, 2500 @ 26.19, 5700 @ 26.20, 500 @ 26.2004, 200 @ 26.2006, 100 @ 26.201, 3900 @ 26.21, 400 @ 26.2104, 400 @ 26.2106, 100 @ 26.2107, 400 @ 26.2108, 300 @ 26.211, 200 @ 26.2113, 300 @ 26.2118, 1800 @ 26.23, 200 @ 26.2302, 400 @ 26.2304, 100 @ 26.2306, 1900 @ 26.24, 500 @ 26.2404, 400 @ 26.2405, 200 @ 26.2408, 2600 @ 26.241, 100 @ 26.2411, 100 @ 26.2412, 100 @ 26.2416, 100 @ 26.2425, 3400 @ 26.25, 100 @ 26.2506, 100 @ 26.2509, 400 @ 26.251, 2100 @ 26.26, 400 @ 26.2606, 1800 @ 26.29, 100 @ 26.2902, 400 @ 26.2904, 200 @ 26.2907, 3581 @ 26.30, 100 @ 26.3004, 200 @ 26.3006, 400 @ 26.3008, 319 @ 26.31, 400 @ 26.3106, 2500 @ 26.34
- (4) The average price of \$26.2391 consists of: 612 @ 26.17, 2399 @ 26.18, 400 @ 26.1804, 200 @ 26.1806, 600 @ 26.181, 100 @ 26.811, 400 @ 26.1816, 200 @ 26.1821, 100 @ 26.1824, 2500 @ 26.19, 8978 @ 26.20, 400 @ 26.2006, 3100 @ 26.21, 400 @ 26.2104, 2522 @ 26.22, 400 @ 26.2202, 400 @ 26.2204, 300 @ 26.2218, 1153 @ 26.23, 200 @ 26.2302, 400 @ 26.2312, 100 @ 26.2318, 200 @ 26.232, 100 @ 26.2325, 3000 @ 26.24, 400 @ 26.2405, 200 @ 26.241, 3947 @ 26.25, 100 @ 26.2507, 100 @ 26.2508, 500 @ 26.2512, 100 @ 26.252, 100 @ 26.252, 1600 @ 26.26, 500 @ 26.2604, 500 @ 26.261, 100 @ 26.2613, 2300 @ 26.267, 300 @ 26.2701,
- (5) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (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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