

Naddaf Esfandiar
Form 4
December 10, 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 *
Naddaf Esfandiar

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)
12/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Controller

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)
				(A) or (D)	Price		
Common Stock	12/08/2010		F	413 ⁽¹⁾ D	\$ 26.58	313	D
Common Stock	12/08/2010		F	303 ⁽¹⁾ D	\$ 26.58	10	D
Common Stock	12/08/2010		M	825 A	\$ 0 ⁽²⁾	835	D
Common Stock	12/08/2010		M	1,125 A	\$ 0 ⁽²⁾	1,960	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 (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 26.56	12/09/2010		J ⁽³⁾	12,500	03/09/2011 ⁽⁴⁾ 12/09/2017	Common Stock
Restricted Stock Units	\$ 0	12/08/2010		D	1,125	12/08/2010 12/10/2012	Common Stock
Restricted Stock Units	\$ 0	12/08/2010		D	825	12/08/2010 12/08/2013	Common Stock
Restricted Stock Units	\$ 0	12/09/2010		A	4,200	12/08/2011 ⁽⁵⁾ 12/08/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naddaf Esfandiar 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			VP, Controller	

Signatures

By: Stephen Buckhout pursuant to POA For: Esfandiar
Naddaf 12/10/2010

__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).

These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the
(1) vesting of an installment of the 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.

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- (2) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (3) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan
- (4) Option vests in 16 equal quarterly installments beginning on the date shown.
- (5) The restricted stock units vest in four equal annual installments beginning December 8, 2011.

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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