

Edgar Filing: NUMERICAL TECHNOLOGIES INC - Form 4

NUMERICAL TECHNOLOGIES INC

Form 4

February 26, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Synopsys, Inc. ("Synopsys")

(Last) (First) (Middle)

700 East Middlefield Road

(Street)

Mountain View California 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Numerical Technologies, Inc. (NMTC)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

561546235

4. Statement for Month/Day/Year

2/25/03

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock	2/25/2003		O(1)		31,043,045	A	\$7.00

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

2. Conver- sion or Exer- cise	3A. Deemed	4. Trans-	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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1.	Price of Derivative Security (Instr. 3)	3. Transaction Date (mm/dd/yy)	Execut- ion Date if any (mm/dd/yy)	action Code (Instr. 8)	or Disposed of (Instr. 3, 4 and 5)	Expiration Date (Month/Day/Year)	-----	Amount or Number of Shares
				Code V	(A) (D)	Exer- cisable Date	Title	

Explanation of Responses:

- (1) Acquisition pursuant to tenders of shares to Neon Acquisition Corporation ("Purchaser"), a wholly owned subsidiary of Synopsys, in a tender offer.
- (2) The reported securities are owned directly by Purchaser and indirectly by Synopsys as the sole shareholder of Purchaser.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Synopys, Inc.

/s/ Steven K. Shevick

2/26/03

Steven K. Shevick,
Chief Financial Officer

Date

** Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.