

SYNOPSYS INC

Form 4

June 17, 2015

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 *
Pham Trac

(Last) (First) (Middle)

690 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)

06/15/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/15/2015		A		1,750	A \$ 0 ⁽¹⁾	3,061 D
Common Stock	06/15/2015		F		658 ⁽²⁾	D \$ 49.74	2,403 D
Common Stock	06/15/2015		A		1,375	A \$ 0 ⁽¹⁾	3,778 D
Common Stock	06/15/2015		F		517 ⁽²⁾	D \$ 49.74	3,261 D
Common Stock	06/15/2015		A		1,439	A \$ 0 ⁽¹⁾	4,700 D

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Common Stock	06/15/2015	F	541 ⁽²⁾	D	\$ 49.74	4,159	D
Common Stock	06/15/2015	A	1,000	A	\$ 0 ⁽¹⁾	5,159	D
Common Stock	06/15/2015	F	375 ⁽²⁾	D	\$ 49.74	4,784	D

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	06/15/2015		D	1,000	06/15/2012 06/15/2015	Common Stock 1,000
Restricted Stock Units	\$ 0	06/15/2015		D	1,750	06/15/2013 06/15/2016	Common Stock 1,750
Restricted Stock Units	\$ 0	06/15/2015		D	1,375	06/15/2014 06/15/2017	Common Stock 1,375
Restricted Stock Units	\$ 0	06/15/2015		D	1,439	06/15/2015 06/15/2018	Common Stock 1,439

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pham Trac
690 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

CFO

Signatures

By: POA pursuant Christina Escalante-Dutra For: Trac
Pham

06/17/2015

__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 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.

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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