

ANDREWS VICKI L
Form 4
June 05, 2006

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 *
ANDREWS VICKI L

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

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2006

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

Sr. VP, Worldwide Sales

(Street)

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

MOUNTAIN VIEW, CA 94043

(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 (A) or (D) Price			
Common Stock	06/02/2006		M	40,000 A \$ 16.125	48,952	D	
Common Stock	06/02/2006		S	40,000 D \$ 19.7673	8,952	D	
Common Stock	06/02/2006		M	3,688 A \$ 19.75	12,640	D	
Common Stock	06/02/2006		S	3,688 D \$ 19.7673	8,952	D	
Common Stock	06/02/2006		M	21,250 A \$ 18.55	30,202	D	

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Common Stock 06/02/2006 S 21,250 D \$ 19.7673 8,952 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)
Non-Qualified Stock Option (right to buy)	\$ 16.125	06/02/2006		M	40,000	11/02/2000 ⁽¹⁾ 08/02/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.55	06/02/2006		M	21,250	03/17/2005 ⁽¹⁾ 12/17/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.75	06/02/2006		M	3,688	06/08/2000 ⁽¹⁾ 03/08/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS VICKI L 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			Sr. VP, Worldwide Sales	

Signatures

By: Stephen Buckhout pursuant to POA For: Vicki L Andrews

06/05/2006

**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) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly 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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