

CHIZEN BRUCE R  
Form 4  
December 14, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CHIZEN BRUCE R

2. Issuer Name and Ticker or Trading Symbol  
SYNOPSYS 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)  
12/13/2010

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

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  | Price  |   |
| Common Stock                    | 12/13/2010                           |  | M                              |   | 40,000  | A \$ 25.345  | 75,208 D  |
| Common Stock                    | 12/13/2010                           |  | S                              |   | 40,000  | D \$ 26.7213   | 35,208 D  |
| Common Stock                    | 12/13/2010                           |  | M                              |   | 20,000  | A \$ 25.345  | 55,208 D  |
| Common Stock                    | 12/13/2010                           |  | S                              |   | 20,000  | D \$ 26.7213   | 35,208 D  |
| Common Stock                    | 12/13/2010                           |  | M                              |   | 40,000  | A \$ 24.915  | 75,208 D  |

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Stock

|        |            |  |   |        |    |            |        |   |
|--------|------------|--|---|--------|----|------------|--------|---|
| Common |            |  |   |        | \$ |            |        |   |
| Stock  | 12/13/2010 |  | S | 40,000 | D  | 26.7213    | 35,208 | D |
|        |            |  |   |        |    | <u>(1)</u> |        |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 Security (Instr. 3 and 4) |              |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Am or Num of S |
| Non-Qualified Stock Option (right to buy)  | \$ 24.915  | 12/13/2010                           |  | M                              | 40,000  | 06/19/2003   | 06/04/2012  | Common Stock | 40             |
| Non-Qualified Stock Option (right to buy)  | \$ 25.345  | 12/13/2010                           |  | M                              | 40,000  | 04/23/2005   | 04/23/2011  | Common Stock | 40             |
| Non-Qualified Stock Option (right to buy)  | \$ 25.345  | 12/13/2010                           |  | M                              | 20,000  | 03/31/2002   | 04/23/2011  | Common Stock | 20             |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHIZEN BRUCE R  
700 EAST MIDDLEFIELD ROAD X  
MOUNTAIN VIEW, CA 94043

## Signatures

By: Stephen Buckhout pursuant to POA For: Bruce R Chizen

12/14/2010

\_\_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) The average price of \$26.721267 consists of 4626 at 26.74, 3588 at 26.75, 2800 at 26.76, 2394 at 26.77, 2300 at 26.78, 2900 at 26.79, 1392 at 26.80, 2855 at 26.70, 2200 at 26.71, 22745 at 26.72, 11084 at 26.73, 1116 at 26.74, 1,155 at 26.69, 38,845 at 26.70

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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