

Cabrera Brian E  
 Form 4  
 December 23, 2011

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

OMB APPROVAL

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**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 \*  
 Cabrera Brian E

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)  
 12/23/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Legal & General Counsel

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/23/2011		M		3,500 A \$ 0 <sup>(1)</sup>	6,817	D
Common Stock	12/23/2011		F		1,284 <sub>(2)</sub> D \$ 27.32	5,533	D
Common Stock	12/23/2011		M		2,900 A \$ 0 <sup>(1)</sup>	8,433	D
Common Stock	12/23/2011		F		1,064 <sub>(2)</sub> D \$ 27.32	7,369	D
Common Stock	12/23/2011		M		2,925 A \$ 0 <sup>(1)</sup>	10,294	D

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Common Stock	12/23/2011	F	1,073 (2)	D	\$ 27.32	9,221	D
Common Stock	12/23/2011	M	2,700	A	\$ 0 (1)	11,921	D
Common Stock	12/23/2011	F	991 (2)	D	\$ 27.32	10,930	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/23/2011		D		3,500		12/23/2011	12/23/2011	Common Stock	3,500
Restricted Stock Units	\$ 0	12/23/2011		D		2,900		12/23/2011	12/08/2012	Common Stock	2,900
Restricted Stock Units	\$ 0	12/23/2011		D		2,925		12/23/2011	12/08/2013	Common Stock	2,925
Restricted Stock Units	\$ 0	12/23/2011		D		2,700		12/23/2011(3)	12/08/2014	Common Stock	2,700

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Cabrera Brian E  
700 EAST MIDDLEFIELD ROAD  
MOUNTAIN VIEW, CA 94043

VP, Legal & General Counsel

## Signatures

/s/ Stephen Buckhout pursuant to POA for: Brian E  
Cabrera

12/23/2011

\_\_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 of Synopsys, Inc.

These shares were retained by Synopsys, Inc. in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the performance restricted stock unit award. The Compensation Committee of Synopsys, Inc.'s Board of Directors approved the disposition of shares by the award holder and the amount retained by Synopsys, Inc. was not in excess of the amount of the tax liability.

(3) 25% of the units vest on the date shown, followed by three equal annual installments vesting on December 8 of each year.

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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