

SYNOPSYS INC

Form 4

May 27, 2008

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 *
Logan Joseph W

(Last) (First) (Middle)

700 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)
05/23/2008

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)

Sr. VP, Worldwide Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/23/2008		M		188	A \$ 16.18	5,210 D
Common Stock	05/23/2008		S		188	D \$ 25.7307	5,022 D
Common Stock	05/23/2008		M		250	A \$ 17.16	5,272 D
Common Stock	05/23/2008		S		250	D \$ 25.7307	5,022 D
Common Stock	05/23/2008		M		834	A \$ 17.16	5,856 D

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Common Stock	05/23/2008	S	834	D	\$ 25.7307	5,022	D
Common Stock	05/23/2008	M	205	A	\$ 17.16	5,227	D
Common Stock	05/23/2008	S	205	D	\$ 25.7307	5,022	D
Common Stock	05/23/2008	M	1,125	A	\$ 18.23	6,147	D
Common Stock	05/23/2008	S	1,125	D	\$ 25.7307	5,022	D
Common Stock	05/23/2008	M	29	A	\$ 15.18	5,051	D
Common Stock	05/23/2008	M	21	A	\$ 16.18	5,072	D
Common Stock	05/23/2008	M	28	A	\$ 17.16	5,100	D
Common Stock	05/23/2008	M	92	A	\$ 17.16	5,192	D
Common Stock	05/23/2008	M	23	A	\$ 17.16	5,215	D
Common Stock	05/23/2008	M	125	A	\$ 18.23	5,340	D
Common Stock	05/23/2008	M	263	A	\$ 15.18	5,603	D
Common Stock	05/23/2008	S	263	D	\$ 25.7307	5,340	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 Am Underlying Sec (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 15.18	05/23/2008	M ⁽¹⁾			29	11/19/2004 ⁽²⁾	08/19/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 15.18	05/23/2008	M ⁽¹⁾			263	11/19/2004 ⁽²⁾	08/19/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 16.18	05/23/2008	M ⁽¹⁾			188	01/15/2005 ⁽²⁾	10/15/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 16.18	05/23/2008	M ⁽¹⁾			21	01/15/2005 ⁽²⁾	10/15/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 17.16	05/23/2008	M ⁽¹⁾			250	07/23/2005 ⁽³⁾	12/23/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 17.16	05/23/2008	M ⁽¹⁾			834	07/23/2005 ⁽³⁾	12/23/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 17.16	05/23/2008	M ⁽¹⁾			205	07/23/2005 ⁽³⁾	12/23/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 17.16	05/23/2008	M ⁽¹⁾			28	07/23/2005 ⁽³⁾	12/23/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 17.16	05/23/2008	M ⁽¹⁾			92	07/23/2005 ⁽³⁾	12/23/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 17.16	05/23/2008	M ⁽¹⁾			23	07/23/2005 ⁽³⁾	12/23/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 18.23	05/23/2008	M ⁽¹⁾			1,125	03/10/2005 ⁽²⁾	12/10/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 18.23	05/23/2008	M ⁽¹⁾			125	03/10/2005 ⁽²⁾	12/10/2011	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Logan Joseph W
700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Sr. VP, Worldwide Sales

Signatures

By: Stephen Buckhout pursuant to POA For: Joseph W
Logan

05/27/2008

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly installments
- (3) Exercisable in 36 equal monthly installments beginning one month from grant date

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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