DE GEUS AART Form 4 December 03, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

DE GEUS AART

(First)

700 EAST MIDDLEFIELD ROAD

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

SYNOPSYS INC [SNPS]

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

12/01/2010

X Director X_ Officer (give title below)

Other (specify below)

10% Owner

Chairman of the Board & CEO

6. Individual or Joint/Group Filing(Check

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Issuer

MOUNTAIN VIEW, CA 94043

(State)

(Month/Day/Year)

1. Title of 2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of

(D) (Instr. 3, 4, and 5)

Code V (A) (D) I

(D) Date Exercisable Expiration
Date

Title

Amou or Numb

of Sha

Restricted

Stock \$0 12/01/2010 $A_{\underline{}}^{(1)}$ 60,833 Units

12/03/2010⁽²⁾ 12/08/2013

Common Stock 60,8

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

DE GEUS AART

700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 X

Chairman of the Board & CEO

Signatures

By: Stephen Buckhout pursuant to POA For: Aart de Geus

12/03/2010

**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).
- On 12/04/09 the reporting person was granted Restricted Stock Units the vesting of which was based on satisfaction of certain performance criteria for the fiscal year ending 10/30/10. The performance criteria were met.
- (2) 25% of the units vest on the date shown followed by three equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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