SYNOPSYS INC

Form 4

December 08, 2006

FORM 4

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

OMB 3235-0287

Check this box if no longer

Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GANDHI MANOJ			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)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
700 EAST MIDDLEFIELD ROAD			12/07/2006	X Officer (give title Other (specify below) Sr. VP & GM		
(Street)			4. If Amendment, Date Original	5. Individual or Joint/Group Filing(Check		
MOUNTAIN	N VIEW CAO	14043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
MOUNTAIN VIEW, CA 94043				Derson		

(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 3.		4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/07/2006		M	5,000	A	\$ 18.55	9,995	D	
Common Stock	12/07/2006		S	5,000	D	\$ 26.27	4,995	D	
Common Stock	12/07/2006		M	5,000	A	\$ 18.55	9,995	D	
Common Stock	12/07/2006		S	5,000	D	\$ 26.25	4,995	D	
Common Stock	12/07/2006		M	4,854	A	\$ 18.55	9,849	D	

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Common Stock 12/07/2006 S 4,854 D \$ 26.11 4,995 D

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

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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. Transactic 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 Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (right to buy)	\$ 18.55	12/07/2006		M	5,000	03/17/2005(1)	12/17/2011	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 18.55	12/07/2006		M	5,000	03/17/2005(1)	12/17/2011	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 18.55	12/07/2006		M	4,854	03/17/2005(1)	12/17/2011	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GANDHI MANOJ 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			Sr. VP & GM			

Signatures

By: Stephen Buckhout pursuant to POA For: Manoj Gandhi 12/08/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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. 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.