

SYNOPSIS INC
Form 4
May 07, 2007

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 *
Lo Paul (Sheng-Chun)

(Last) (First) (Middle)
700 EAST MIDDLEFIELD ROAD
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYNOPSIS INC [SNPS]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Sr VP & GM, Analog/Mixed Signa

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (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) | | Date Exercisable | Expiration Date | Title | An or Nu of Sh |
|---|------------------------------|------------------|------------|---|-----------|------------------|-----------------|--------------|----------------|
| | | | | Code | V (A) (D) | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 16 | 05/04/2007 | D | | 2,000 | <u>(1)</u> | 10/15/2011 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 16.18 | 05/04/2007 | A | | 2,000 | <u>(1)</u> | 10/15/2011 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 17.58 | 05/04/2007 | D | | 6,000 | <u>(1)</u> | 12/10/2011 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 18.23 | 05/04/2007 | A | | 6,000 | <u>(1)</u> | 12/10/2011 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 19.78 | 05/04/2007 | D | | 6,500 | <u>(1)</u> | 02/18/2013 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 20.575 | 05/04/2007 | A | | 6,500 | <u>(1)</u> | 02/18/2013 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 24.935 | 05/04/2007 | D | | 9,000 | <u>(1)</u> | 06/11/2012 | Common Stock | 9 |
| Non-Qualified Stock Option (right to buy) | \$ 25.46 | 05/04/2007 | A | | 9,000 | <u>(1)</u> | 06/11/2012 | Common Stock | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lo Paul (Sheng-Chun) 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | | | Sr VP & GM, Analog/Mixed Signa | |

Signatures

By: Stephen Buckhout pursuant to POA For: Sheng-Chun Lo 05/07/2007

__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 grant to the reporting person was determined to be a "discounted option". To avoid adverse tax consequences resulting from the vesting after December 31, 2004, the reporting person and Synopsys agreed to amend the option. The amendment is reported as a cancellation of a portion of the original grant and a replacement grant at a new exercise price for those options vesting after December 31, 2004.

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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