

Cabrera Brian E
Form 4
March 01, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
02/29/2012

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/29/2012		J ⁽¹⁾	V 346 A \$ 21.641	11,276	D	
Common Stock	02/29/2012		S	4,930 D \$ 30.6441	6,346	D	
Common Stock	02/29/2012		M	12,396 A \$ 17.64	18,742	D	
Common Stock	02/29/2012		S	12,396 D \$ 30.5931	6,346	D	
	02/29/2012		M	10,942 A \$ 21.02	17,288	D	

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Common
Stock

Common Stock	02/29/2012	S	10,942	D	\$ 30.5931	6,346	D
					<u>(3)</u>		

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.64	02/29/2012		M	12,396	03/10/2009 ⁽⁴⁾ 12/10/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.02	02/29/2012		M	10,942	03/04/2010 ⁽⁵⁾ 12/04/2016	Common Stock

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

By: Stephen Buckhout pursuant to POA For: Brian E Cabrera 03/01/2012

**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) Acquisition of stock under Synopsys, Inc Employee Stock Purchase Plan

(2) The average price of \$30.644110 consists of 2,300 @ 30.64, 630 @ 30.6401, 2,000 @ 30.6501.

For the total number of 23,338 option shares sold on 02.29.12 the average price of \$30.593072 consists of 2294@30.55, 6404@30.56,

(3) 3093@30.57, 2209@30.58, 738@30.611, 1040@30.62, 2229@30.63, 1631@30.64, 1100@30.65, 100@30.6501, 2300@30.6501, 100@30.6502, 100@30.655.

(4) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly installments

(5) Option vests in 16 equal quarterly installments beginning on the date shown.

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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