Logan Joseph W
Form 4
December 14, 2018

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: $\quad 3235-0287$ |
| Check this box |  | Expires: January 31, |
| if no longer subject to | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | Estimated average 2005 |
| Section 16. | SECURITIES | burden hours per |
| Form 4 or |  | response... 0.5 |
| Form 5 obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02) required to respond unless the form displays a currently valid OMB control number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transact <br> Code <br> (Instr. 8) | 5. Numbe <br> Derivative Securities Acquired Disposed (Instr. 3, 4 | of <br> A) or f (D) and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title an Underlyin (Instr. 3 a <br> Title |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code | (A) | (D) | Date Exercisable | Expiration Date |  |
| Non-Qualified Stock Option (right to buy) | \$ 89.76 | 12/12/2018 |  | $\mathrm{A}^{(2)}$ | 47,032 |  | 12/12/2019(3) | 12/12/2025 | Commo Stock |
| Restricted Stock Units | \$ 0 | 12/12/2018 |  | $\mathrm{A}^{(4)}$ | 11,049 |  | 12/12/2018(5) | 12/08/2021 | Commo Stock |
| Restricted Stock Units | \$ 0 | 12/12/2018 |  | D |  | 2,763 | 12/12/2018 (5) | 12/08/2021 | Commo Stock |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other

Logan Joseph W<br>690 EAST MIDDLEFIELD ROAD EVP, Sales \& Corp Marketing<br>MOUNTAIN VIEW, CA 94043

## Signatures

By: POA pursuant Christina Escalante-Dutra For: Joseph W. Logan

12/14/2018

${ }^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the
(1) vesting of an installment of the performance restricted stock unit award. The Compensation Committee approved the disposition of shares by the award holder and the amount retained by the Company was not in excess of the amount of the tax liability.

Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan. The
(2) Compensation Committee of the Board of Directors approved an option grant value of $\$ 1,000,000$, with the number of shares subject to the option to be determined by dividing that amount by the fair value of an option to acquire a share of Synopsys common stock on the grant date using the Black-Scholes option pricing model.
(3) $1 / 4$ of the grant becomes exercisable one year after grant date with the remainder becoming exercisable in a series of 12 equal quarterly installments thereafter.
(4) On $12 / 08 / 17$ the Compensation Committee of the Board of Directors approved a Restricted Stock Unit grant value of $\$ 1,000,000$, with the number of granted Restricted Stock Units to be determined by dividing that amount by the closing price of Synopsys common stock on the grant date. The vesting of such Restricted Stock Units was based on satisfaction of certain performance criteria for the fiscal year

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ending 11/03/18. The performance criteria were met.
(5) $25 \%$ 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.

