

CHAN CHI-FOON  
Form 4  
December 23, 2011

**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 \*  
CHAN CHI-FOON

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)  
12/23/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres & COO

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 or Price   |  |   |
| Common Stock                    | 12/23/2011                           |  | M                              |   | 11,000 A \$ 0 <sup>(1)</sup>  | 167,815  | D   |
| Common Stock                    | 12/23/2011                           |  | F                              |   | 5,135 <sub>(2)</sub> D \$ 27.32   | 162,680  | D   |
| Common Stock                    | 12/23/2011                           |  | M                              |   | 10,825 A \$ 0 <sup>(1)</sup>  | 173,505  | D   |
| Common Stock                    | 12/23/2011                           |  | F                              |   | 5,054 <sub>(2)</sub> D \$ 27.32   | 168,451  | D   |
| Common Stock                    | 12/23/2011                           |  | M                              |   | 10,000 A \$ 0 <sup>(1)</sup>  | 178,451  | D   |

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|              |            |   |              |   |          |         |   |
|--------------|------------|---|--------------|---|----------|---------|---|
| Common Stock | 12/23/2011 | F | 4,668<br>(2) | D | \$ 27.32 | 173,783 | D |
| Common Stock | 12/23/2011 | M | 9,575        | A | \$ 0 (1) | 183,358 | D |
| Common Stock | 12/23/2011 | F | 4,470<br>(2) | D | \$ 27.32 | 178,888 | D |

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0   | 12/23/2011                           |  | D                              | 11,000  | 12/23/2011   | 12/23/2011  | Common Stock               | 11,000                     |
| Restricted Stock Units                     | \$ 0   | 12/23/2011                           |  | D                              | 10,825  | 12/23/2011   | 12/08/2012  | Common Stock               | 10,825                     |
| Restricted Stock Units                     | \$ 0   | 12/23/2011                           |  | D                              | 10,000  | 12/23/2011   | 12/08/2013  | Common Stock               | 10,000                     |
| Restricted Stock Units                     | \$ 0   | 12/23/2011                           |  | D                              | 9,575   | 12/23/2011(3)  | 12/08/2014  | Common Stock               | 9,575                      |

## Reporting Owners

| Reporting Owner Name / Address             | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| CHAN CHI-FOON<br>700 EAST MIDDLEFIELD ROAD | X             |           | Pres & COO |       |

MOUNTAIN VIEW, CA 94043

## Signatures

/s/ Stephen Buckhout pursuant to POA for: Chi-Foon  
Chan

12/23/2011

\_\_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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock of Synopsys, Inc.

These shares were retained by Synopsys, Inc. in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the performance restricted stock unit award. The Compensation Committee of Synopsys, Inc.'s Board of

(2) Directors approved the disposition of shares by the award holder and the amount retained by Synopsys, Inc. was not in excess of the amount of the tax liability.

(3) 25% of the units vest on the date shown, followed by three equal annual installments vesting on December 8 of each year.

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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