

SYNOPSYS INC

Form 4

May 07, 2007

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 *
COLLINSON JAN S

(Last) (First) (Middle)

700 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
SYNOPSYS 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, HR & Facilities

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 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	(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 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	Am or Nu of Sh
			Code	V	(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 21.07	05/04/2007	D			3,500	<u>(1)</u>	09/19/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.12	05/04/2007	A		3,500		<u>(1)</u>	09/19/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.025	05/04/2007	D			584	<u>(1)</u>	07/11/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.84	05/04/2007	D			2,334	<u>(1)</u>	02/21/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.255	05/04/2007	A		2,334		<u>(1)</u>	02/21/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.4	05/04/2007	A		584		<u>(1)</u>	07/11/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.2	05/04/2007	D			3,000	<u>(1)</u>	12/13/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.485	05/04/2007	A		3,000		<u>(1)</u>	12/13/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30	05/04/2007	D			1,250	<u>(1)</u>	05/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.685	05/04/2007	A		1,250		<u>(1)</u>	05/23/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COLLINSON JAN S
700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Sr VP, HR
& Facilities

Signatures

By: Stephen Buckhout pursuant to POA For: Janet S
Collinson

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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