

Naddaf Esfandiar  
Form 4  
December 11, 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 \*  
Naddaf Esfandiar

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

700 EAST MIDDLEFIELD ROAD

12/08/2012

VP, Controller

(Street)

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

MOUNTAIN VIEW, CA 94043

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/08/2012		M	1,675 A \$ 0	3,924	D	
Common Stock	12/08/2012		M	1,125 A \$ 0	5,049	D	
Common Stock	12/08/2012		M	825 A \$ 0	5,874	D	
Common Stock	12/08/2012		M	1,050 A \$ 0	6,924	D	
Common Stock	12/08/2012		F	303 <sup>(1)</sup> D \$ 32.92	6,621	D	

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Common Stock	12/08/2012	F	386 <sup>(1)</sup>	D	\$ 32.92	6,235	D
Common Stock	12/08/2012	F	615 <sup>(1)</sup>	D	\$ 32.92	5,620	D
Common Stock	12/08/2012	F	413 <sup>(1)</sup>	D	\$ 32.92	5,207	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V	(A)	(D)		
Restricted Stock Units	\$ 0	12/08/2012		D	1,125	12/08/2012 12/10/2012	Common Stock	1,125	
Restricted Stock Units	\$ 0	12/08/2012		D	825	12/08/2012 12/08/2013	Common Stock	825	
Restricted Stock Units	\$ 0	12/08/2012		D	1,050	12/08/2012 12/08/2014	Common Stock	1,050	
Restricted Stock Units	\$ 0	12/08/2012		D	1,675	12/08/2012 12/08/2015	Common Stock	1,675	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Naddaf Esfandiar  
700 EAST MIDDLEFIELD ROAD  
MOUNTAIN VIEW, CA 94043

VP,  
Controller

## Signatures

By: Stephen Buckhout pursuant to POA For: Esfandiar  
Naddaf

12/11/2012

\_\_\*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).

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 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.

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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