

SYNOPSYS INC

Form 4

June 01, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GANDHI MANOJ

(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)
06/01/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP & GM

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2007		M	1,164 A	\$ 21.725 8,547	D	
Common Stock	06/01/2007		S	1,164 D	\$ 27.35 7,383	D	
Common Stock	06/01/2007		M	394 A	\$ 20.46 7,777	D	
Common Stock	06/01/2007		S	394 D	\$ 27.35 7,383	D	
Common Stock	06/01/2007		M	6,875 A	\$ 18.55 14,258	D	

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Common Stock	06/01/2007	S	6,875	D	\$ 27.35	7,383	D
Common Stock	06/01/2007	M	5,208	A	\$ 20.73	12,591	D
Common Stock	06/01/2007	S	5,208	D	\$ 27.35	7,383	D

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 (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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.55	06/01/2007		M	6,875	03/17/2005 ⁽¹⁾	12/17/2011	Common Stock	6,875
Non-Qualified Stock Option (right to buy)	\$ 20.46	06/01/2007		M	394	02/25/2007	02/25/2013	Common Stock	394
Non-Qualified Stock Option (right to buy)	\$ 20.73	06/01/2007		M	5,208	03/06/2006 ⁽¹⁾	12/06/2012	Common Stock	5,208
Non-Qualified Stock Option (right to buy)	\$ 21.725	06/01/2007		M	1,164	12/09/2006	12/09/2012	Common Stock	1,164

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GANDHI MANOJ
700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Sr. VP & GM

Signatures

By: Stephen Buckhout pursuant to POA For: Manoj
Gandhi

06/01/2007

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

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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