

SYNOPSIS INC
Form 4
December 19, 2016

FORM 4

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

OMB APPROVAL

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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 *
Pham Trac

(Last) (First) (Middle)
690 EAST MIDDLEFIELD ROAD
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2016

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)
CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/15/2016		M	2,667 A \$ 0	14,295	D	
Common Stock	12/15/2016		F	1,003 (1) D \$ 60.37	13,292	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)

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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 Underlying (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 60.37	12/15/2016		A ⁽²⁾	47,835	03/15/2017 ⁽³⁾ 12/15/2023	Common Stock
Restricted Stock Units	\$ 0	12/15/2016		A ⁽⁴⁾	10,668	12/15/2016 ⁽⁵⁾ 12/08/2019	Common Stock
Restricted Stock Units	\$ 0	12/15/2016		D	2,667	12/15/2016 ⁽⁵⁾ 12/08/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pham Trac 690 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			CFO	

Signatures

By: POA pursuant Christina Escalante-Dutra For: Trac Pham
12/19/2016

__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) These shares were retained by the Company 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 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.
- (2) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan. The Compensation Committee of the Board of Directors approved an option grant value of \$550,000, 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) Option vests in 16 equal quarterly installments beginning on the date shown.
- (4) On 12/15/15 the Compensation Committee of the Board of Directors approved a Restricted Stock Unit grant value of \$482,500, 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 ending 10/29/16. The performance criteria were met.

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(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.

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