

SYNOPSYS INC

Form 4

December 13, 2006

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 *
Lo Paul (Sheng-Chun)

(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)
12/13/2006

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, Analog/Mixed Signa

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 (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/13/2006		M		800	A \$ 16	7,984 D
Common Stock	12/13/2006		S		800	D \$ 26.62	7,184 D
Common Stock	12/13/2006		M		1,200	A \$ 16	8,384 D
Common Stock	12/13/2006		S		1,200	D \$ 26.58	7,184 D
Common Stock	12/13/2006		M		1,017	A \$ 17.16	8,201 D

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Common Stock	12/13/2006	S	1,017	D	\$ 26.59	7,184	D
Common Stock	12/13/2006	M	983	A	\$ 17.16	8,167	D
Common Stock	12/13/2006	S	983	D	\$ 26.58	7,184	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 16	12/13/2006		M	800	01/15/2005 ⁽¹⁾ 10/15/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16	12/13/2006		M	1,200	01/15/2005 ⁽¹⁾ 10/15/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.16	12/13/2006		M	1,017	07/23/2005 ⁽²⁾ 12/23/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.16	12/13/2006		M	983	07/23/2005 ⁽²⁾ 12/23/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lo Paul (Sheng-Chun)
700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Sr VP & GM, Analog/Mixed Signa

Signatures

By: Aileen Sasao pursuant to POA For: Paul
(Sheng-Chun) Lo

12/13/2006

__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

(2) Exercisable in 36 equal monthly installments beginning one month from grant date

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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