

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

(Last) (First) (Middle)

700 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)
12/08/2012

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)
VP, Controller

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	12/08/2012		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 ⁽¹⁾ D \$ 32.92 6,621	D	

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

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

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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