

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
SYNOPSIS 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 ⁽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.

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) | 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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