SYNOPSYS INC

Form 4

December 18, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COLEMAN DEBORAH A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SYNOPSYS INC [SNPS]

(Month/Day/Year)

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

700 EAST MIDDLEFIELD ROAD

12/18/2006

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

Filed(Month/Day/Year)

MOUNTAIN VIEW, CA 94043

(State)

Table I - Non-Derivative Securities	Acquired, Disposed	of, or Beneficially Own	ned

						-	•		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of (` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	` '	
Common Stock	12/18/2006		M	37,500	A	\$ 24.915	ŕ	D	
Common Stock	12/18/2006		S	37,500	D	\$ 26.7109	16,162	D	
Common Stock	12/18/2006		M	2,500	A	\$ 24.915	18,662	D	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ve Expiration Date s (Month/Day/Year) d (A) sed of		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)		Date Exercisable	Expiration Date	Title	Am or Nu of S				
Non-Qualified Stock Option (right to buy)	\$ 24.915	12/18/2006		M	37	7,500	06/04/2002	06/04/2012	Common Stock	37				
Non-Qualified Stock Option (right to buy)	\$ 25.345	12/18/2006		M	2,	,500	06/04/2002	04/23/2011	Common Stock	2,				

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			

COLEMAN DEBORAH A
700 EAST MIDDLEFIELD ROAD X
MOUNTAIN VIEW, CA 94043

Signatures

By: Stephen Buckhout pursuant to POA For: Debi Coleman 12/18/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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