

DE GEUS AART
Form 4
December 11, 2018

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 *
DE GEUS AART

(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)
12/07/2018

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)
Chairman of the Board & Co-CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/08/2018		M		7,365 A \$ 0	23,757	D
Common Stock	12/08/2018		F		2,547 (1) D \$ 87.82	21,210	D
Common Stock	12/08/2018		M		9,673 A \$ 0	30,883	D
Common Stock	12/08/2018		F		4,193 (1) D \$ 87.82	26,690	D
Common Stock	12/08/2018		M		7,661 A \$ 0	34,351	D

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Common Stock	12/08/2018	F	<u>3,799</u> (1)	D	\$ 87.82	30,552	D	
Common Stock	12/07/2018	S(2)	3,801	D	\$ 89.5535 (3)	204,484	I	by Family Trust
Common Stock	12/10/2018	S(2)	16,199	D	\$ 89.284 (4)	188,285	I	by Family Trust
Common Stock	12/07/2018	S(2)	6,000	D	\$ 89.5255 (3)	295,551	I	by Separate Prop Tr
Common Stock	12/10/2018	S(2)	24,000	D	\$ 89.29 (5)	271,551	I	by Separate Prop Tr
Common Stock						14,500	I	by Partnership

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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	12/08/2018		D	7,365	12/08/2018	12/08/2018	Common Stock	7,365
Restricted Stock Units	\$ 0	12/08/2018		D	9,673	12/08/2018	12/08/2019	Common Stock	9,673
Restricted Stock Units	\$ 0	12/08/2018		D	7,661	12/08/2018	12/08/2020	Common Stock	7,661

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE GEUS AART 690 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X		Chairman of the Board & Co-CEO	

Signatures

By: POA pursuant Christina Escalanate-Dutra For: Aart de Geus

12/11/2018

__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 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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$89.00 to 90.37. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(3)

Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$89.00 to 89.70. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(4)

Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$89.00 to 89.71. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(5)

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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