

BEATTIE BRIAN M
Form 4
February 27, 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 *
BEATTIE BRIAN M

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)
700 EAST MIDDLEFIELD ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO

MOUNTAIN VIEW, CA 94043

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/24/2012 | | M | 70,000 A \$ 26.09 | 96,730 | D | |
| Common Stock | 02/24/2012 | | S | 70,000 D \$ 30.3522 | 26,730 | D | |
| Common Stock | 02/24/2012 | | M | 39,333 A \$ 17.64 | 66,063 | D | |
| Common Stock | 02/24/2012 | | S | 39,333 D \$ 30.3522 | 26,730 | D | |
| | 02/24/2012 | | S ⁽²⁾ | 16,000 D | 10,730 | D | |

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Common Stock \$ 30.3522
(1)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 17.64 | 02/24/2012 | | M ⁽²⁾ | 39,333 | 03/10/2009 ⁽³⁾ 12/10/2015 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 26.09 | 02/24/2012 | | M ⁽²⁾ | 70,000 | 12/05/2010 12/05/2013 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEATTIE BRIAN M 700 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | | | CFO | |

Signatures

By: Stephen Buckhout pursuant to POA For: Brian M Beattie
Date: 02/27/2012

__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).

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- All shares sold on this date sold at the average price of \$30.3522 which consists of 700@30.14, 1100@30.15, 1200@30.16, 200@30.165, 600@30.169, 100@30.1701, 6000@30.18, 400@30.1801, 900@30.185, 3500@30.19, 1900@30.2, 200@30.205, 1400@30.21, 1600@30.2101, 1300@30.215, 600@30.500@30.32, 11200@30.33, 6800@30.34, 229@30.3401, 100@30.345, 4067@30.35, 3750@30.36, 1700@30.37, 5500@30.38, 100@30.3801, 4882@30.5000@30.53, 600@30.54, 102@30.55, 600@30.58, 400@30.6, 100@30.61, 700@30.62, 600@30.63, 100@30.64, 100@30.65, 1600@30.66, 1700@30.6
- (1)
 - (2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - (3) 3/48ths of the option becomes exercisable on the date shown followed by 45 equal monthly installments

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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