SYNOPSYS INC Form 3 May 14, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SYNOPSYS INC [SNPS] Ko Fu Hwa (Month/Day/Year) 05/05/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 700 EAST MIDDLEFIELD (Check all applicable) **ROAD** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Sr VP & GM, SEG Group Person **MOUNTAIN** Form filed by More than One VIEW. CAÂ 94043 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 4,783

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise		6. Nature of Indirect Beneficial Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable	Title	Derivative	Security:	
			Security	Direct (D)	

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	07/25/2004	07/25/2010	Common Stock	2,164	\$ 23.5849	D	Â
Incentive Stock Option (right to buy)	05/18/2005	05/18/2011	Common Stock	8,190	\$ 24.7978	D	Â
Non-Qualified Stock Option (right to buy)	12/19/2004	08/19/2014	Common Stock	375	\$ 14.65	D	Â
Non-Qualified Stock Option (right to buy)	(1)	08/19/2014	Common Stock	4,125	\$ 15.18	D	Â
Non- Qualified Stock Option (right to buy)	01/15/2005(2)	10/15/2011	Common Stock	4,000	\$ 16.18	D	Â
Non-Qualified Stock Option (right to buy)	07/23/2005(3)	12/23/2011	Common Stock	6,847	\$ 17.16	D	Â
Non-Qualified Stock Option (right to buy)	03/10/2005(2)	12/10/2011	Common Stock	8,000	\$ 18.23	D	Â
Non-Qualified Stock Option (right to buy)	03/02/2006(2)	12/02/2012	Common Stock	8,000	\$ 21.1	D	Â
Non-Qualified Stock Option (right to buy)	12/09/2006	12/09/2012	Common Stock	3,584	\$ 21.725	D	Â
Non-Qualified Stock Option (right to buy)	05/22/2008(2)	02/22/2015	Common Stock	6,000	\$ 23.59	D	Â
Non-Qualified Stock Option	12/18/2004	05/18/2011	Common Stock	10,358	\$ 24.7978	D	Â
Non-Qualified Stock Option (right to buy)	12/11/2004	06/11/2012	Common Stock	7,918	\$ 24.935	D	Â
Non-Qualified Stock Option (right to buy)	06/11/2006	06/11/2012	Common Stock	7,500	\$ 25.46	D	Â
Non-Qualified Stock Option	06/14/2007(2)	03/14/2014	Common Stock	3,000	\$ 26.17	D	Â
Restricted Stock Units	(4)	(5)	Common Stock	1,500	\$ 0	D	Â
Restricted Stock Units	(6)	(5)	Common Stock	3,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Ko Fu Hwa	Â	Â	Sr VP & GM, SEG Group	Â	
700 EAST MIDDLEFIELD ROAD					

Reporting Owners 2

MOUNTAIN VIEW, CAÂ 94043

Signatures

Fu Hwa Ko by Stephen Buckhout pursuant to POA

05/14/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Grant began vesting on 01/19/05 and vests in 44 equal installments.
- (2) 3/48 vested on the date shown with the balance vesting in 45 equal monthly installments.
- (3) Exercisable in 36 equal monthly installments beginning one month from grant date.
- (4) The reporting person received 2,000 restricted stock units on 03/22/07. 25% vested and were released on 03/15/08 with the balance vesting in three equal annual installments.
- (5) Not applicable.
- (6) The reporting person received 3,000 restricted stock units on 02/27/08. 25% of the units vest on 03/15/09 followed by three equal annual installments.

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.

Signatures 3