

SOMEKH SASSON

Form 4/A

May 27, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
SOMEKH SASSON

2. Issuer Name **and** Ticker or Trading Symbol
SYNOPSYS 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)
05/22/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

MOUNTAIN VIEW, CA 94043

4. If Amendment, Date Original Filed(Month/Day/Year)
05/26/2009

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)
Common Stock	05/22/2009		S ⁽¹⁾	1,328 D	\$ 19.1881 27,699	D	
Common Stock	05/22/2009		S ⁽¹⁾	320 D	\$ 19.11 27,379	D	
Common Stock	05/22/2009		S ⁽¹⁾	260 D	\$ 19.2423 27,119	D	
Common Stock	05/22/2009		S ⁽¹⁾	372 D	\$ 19.1181 26,747	D	

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Common Stock 05/22/2009 S⁽¹⁾ 306 D \$ 19.1239 26,441 D
(6)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

SOMEKH SASSON
700 EAST MIDDLEFIELD ROAD X
MOUNTAIN VIEW, CA 94043

Signatures

By: Stephen Buckhout pursuant to POA For: Sasson
Somekh

05/27/2009

____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).

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

(2) The average price of \$19.1881 consists of 200 at \$19.06, 328 at \$19.10, 100 at \$19.15, 100 at \$19.19, 300 at \$19.21, 100 at \$19.31, 100 at \$19.36, 100 at \$19.41.

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- (3) The average price of \$19.11 consists of 100 at \$19.08, 120 at \$19.11, 100 at \$19.14.
- (4) The average price of \$19.2423 consists of 160 at \$19.10, 100 at \$19.47.
- (5) The average price of \$19.1181 consists of 200 at \$19.10, 72 at \$19.11, 100 at \$19.16.
- (6) The average price of \$19.1239 consists of 100 at \$19.093, 106 at \$19.11, 100 at \$19.17.

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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