

LEE FRANCIS F
Form 4
January 19, 2006

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 *
LEE FRANCIS F

2. Issuer Name and Ticker or Trading Symbol
SYNAPTICS INC [SYNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

3120 SCOTT BLVD., STE. 130

01/17/2006

President and CEO

(Street)

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

SANTA CLARA, CA 95054

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/17/2006		M		30,000 A \$ 9	39,233 (1)	D
Common Stock	01/17/2006		S(2)		18,257 D \$ 29.99	20,976 (1)	D
Common Stock	01/17/2006		S(2)		11,277 D \$ 30	9,699 (1)	D
Common Stock	01/17/2006		S(2)		200 D \$ 30.01	9,499 (1)	D
Common Stock	01/17/2006		S(2)		266 D \$ 30.02	9,233 (1)	D

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Common Stock	26,134	I	By Trust (3)
Common Stock	8,000	I	As custodian (4)
Common Stock	90,433	I	By Trust (5)
Common Stock	90,433	I	By Trust (6)
Common Stock	4,000 (7)	I	By Daughter

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 9	01/17/2006		M		30,000		(8)	01/07/2012	Common Stock	30,000
Director Stock Option (Right to Buy)	\$ 30.71	01/17/2006		A		112,500		(9)	01/17/2016	Common Stock	112,500
Deferred Stock Units (Phantom Stock)	(10)	01/17/2006		A		12,500		(11)	(12)	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE FRANCIS F 3120 SCOTT BLVD., STE. 130 SANTA CLARA, CA 95054	X		President and CEO	

Signatures

Francis F. Lee 01/19/2006

__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).
- (1) Includes 423 shares acquired under the issuer's employee stock purchase plan in December 2005.
- (2) The shares were sold pursuant to a 10b5-1 Sales Plan dated May 25, 2005.
- (3) The shares are held by Francis F. Lee and Evelyn C. Lee as Co-Trustees of the Lee 1999 Living Trust dated March 16, 1999.
- (4) The shares are held by the reporting person as custodian for his children.
- (5) The shares are held by Francis F. Lee, Trustee of the Francis Lee 2002 Irrevocable Trust.
- (6) The shares are held by Evelyn C. Lee, the reporting person's spouse, Trustee of the Evelyn Lee 2002 Irrevocable Trust.
- (7) The reporting person disclaims beneficial ownership of the securities held indirectly by his daughter, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (8) 16,667 of the shares subject to the option vested and became exercisable on February 18, 2005, and 1/12th of the total number of shares subject to the option vested or shall vest and become or shall become exercisable on the 18th day of each month thereafter.
25% of the total number of shares subject to the option shall vest and become exercisable on the twelve month anniversary of the
- (9) January 17, 2006 grant date, and 1/48th of the total number of shares subject to the option shall vest and become exercisable on the 17th day of each month thereafter.
- (10) Each vested deferred stock unit will be converted into one share of the Issuer's common stock.
- (11) 25% of the total number of deferred stock units shall vest on the twelve month anniversary of the January 17, 2006 grant date, and 1/48th of the total number of deferred stock units shall vest and become exercisable on the 17th day of each month thereafter.
- (12) Stock will be delivered for vested units as of January 31, April 30, July 31, and October 31 of each year.

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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