

SCHUMACHER DIANE K
 Form 4
 January 04, 2006

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 *
 SCHUMACHER DIANE K

2. Issuer Name and Ticker or Trading Symbol
 GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 COOPER INDUSTRIES INC, 600 TRAVIS SUITE 5800

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2005

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

(Street)
 HOUSTON, TX 77002

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	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
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	-------------------------	--	---	---------------------------------

Edgar Filing: SCHUMACHER DIANE K - Form 4

\$1,100,000 * 21,770 *
St. Thomas Trading, Ltd.(14)
\$2,365,000 1.9% 46,807 *
The California Wellness Foundation(4)
\$260,000 * 5,145 *
The Cockrell Foundation(4)
\$45,000 * 890 *
The Dow Chemical Company Employee s Retirement Plan(4)
\$1,300,000 1.0% 25,729 *
The Fondren Foundation(4)
\$45,000 * 890 *

Table of Contents

Name of Selling Securityholder	Principal Amount of Notes That May Be Sold	Percentage of Total Notes Outstanding	Number of Conversion Shares That May be Sold(1)	Percentage of Common Stock Outstanding(2)
UBS O Connor LLC F/B/O O Connor Global Convertible Master Limited	\$ 1,000,000	*	19,791	*
Union Carbide Retirement Account(4)	\$ 665,000	*	13,161	*
United Food and Commercial Workers Local 1262 and Employers Pension Fund(4)	\$ 400,000	*	7,916	*
Univar USA Inc. Retirement Plan(4)	\$ 210,000	*	4,156	*
Vicis Capital Master Fund	\$ 2,250,000	1.8%	44,531	*
Wyoming State Treasurer(3)	\$ 615,000	*	12,171	*
Xavex Convertible Arbitrage 5 Fund(16)	\$ 1,000,000	*	19,791	*
Unnamed holders of notes or conversion shares or any future transferees, pledgees, donees, or successors of or from any such unnamed holders(21)	\$ 25,225,000	20.2%	499,248	1.9%
Total	\$ 125,000,000	100%	2,473,975	9.5%

* Less than 1%

- (1) Assumes conversion of the full amount of notes held by such selling securityholder into common stock at the initial conversion rate of 19.7918 shares of common stock per \$1,000 principal of notes. Except as otherwise indicated, also assumes that the selling securityholder or any future transferees, pledgees, donees, or successors of or from such selling securityholder do not beneficially own any common stock other than the common stock issuable upon conversion of the notes. The conversion rate and the number of shares of common stock issuable upon conversion of the notes are subject to adjustment under certain circumstances. Accordingly, the number of shares of common stock issuable upon conversion of the notes may increase or decrease from time to time. Under the terms of the Indenture, we will pay cash in lieu of issuing fractional shares upon conversion of notes; accordingly, the schedule does not reflect fractional shares. See Description of Notes Conversion Rights.
- (2) Calculated based upon 26,135,918 shares of common stock outstanding as of December 31, 2004. In calculating the percentage of ownership, all shares of common stock that the identified person had the right to acquire upon conversion of such persons notes are deemed to be outstanding for the purpose of computing the percentage of the shares of common stock owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of the shares of common stock owned by any other person.
- (3) This selling securityholder has delegated full authority to Nicholas-Applegate Capital Management as investment advisor over these securities, including full voting and dispositive power. The chief investment officer of Nicholas-Applegate is Horacio Valeiras who, in such capacity, has oversight authority over all portfolio managers at Nicholas-Applegate. Nicholas-Applegate s proxy committee sets policies on the voting of all of Nicholas-Applegate s clients securities to be voted by Nicholas-Applegate for clients.
- (4) Calamos Investments acts as the manager of the accounts held by this securityholder. Nick Calamos has sole voting and dispositive power over the securities held by this securityholder.
- (5) This securityholder is an affiliate of a broker-dealer.
- (6) Bear, Stearns & Co. Inc. acted as an Initial Purchaser and joint bookrunner in the December 2004 private placement of the notes. This securityholder is an affiliate of a broker-dealer.

Table of Contents

- (7) Saranac Capital Management L.P. acts as discretionary investment advisor with respect to the accounts held by this securityholder. Accordingly, Saranac Capital Management L.P. may be deemed to act on behalf of this beneficial owner of the notes.
- (8) DKR Capital Partners L.P. (DKR LP) is a registered investment adviser with the Securities and Exchange Commission and as such, is the investment manager to this selling securityholder. DKR LP has retained certain portfolio managers to act as the portfolio manager to this selling securityholder managed by DKR LP. As such, DKR LP and certain portfolio managers have shared dispositive and voting power over the securities. Mr. Manan Rawal has trading authority over this selling securityholder.
- (9) FrontPoint Convertible Arbitrage Fund GP, LLC is the general partner of FrontPoint Convertible Arbitrage Fund, L.P. FrontPoint Partners LLC is the managing member of FrontPoint Convertible Arbitrage Fund GP, LLC and as such has voting and dispositive power over the securities held by the fund. Phillip Duff, W. Gillespie Caffray, and Paul Ghaffari are members of the board of managers of FrontPoint Partners LLC and are the sole members of its management committee. Messrs. Duff, Caffray, and Ghaffari and FrontPoint Partners LLC and FrontPoint Convertible Arbitrage Fund GP, LLC each disclaim beneficial ownership of the securities held by the fund except for their pecuniary interest therein.
- (10) Messrs. Kirk Kim and Ed Han exercise shared dispositive and voting power over these securities. This securityholder is an affiliate of a broker-dealer.
- (11) JMG Capital Partners, L.P. (JMG Partners) is a California limited partnership. Its general partner is JMG Capital Management, LLC (the Manager), a Delaware limited liability company and an investment adviser registered with the Securities and Exchange Commission. The Manager has voting and dispositive power over the notes. The equity interests of the Manager are owned by JMG Capital Management, Inc. (JMG Capital), a Delaware corporation, and Asset Alliance Holding Corp., a Delaware corporation. Jonathan M. Glaser is the Executive Officer and Director of JMG Capital and has sole investment discretion over JMG Partners' portfolio holdings.
- (12) JMG Triton Offshore Fund, Ltd. (the Fund) is an international business company under the laws of the British Virgin Islands. The Fund's investment manager is Pacific Assets Management LLC, a Delaware limited liability company (the Manager). The Manager is an investment adviser registered with the Securities and Exchange Commission and has voting and dispositive power over the notes. The equity interests of the Manager are owned by Pacific Capital Management, Inc., a Delaware corporation (Pacific) and Asset Alliance Holding Corp., a Delaware corporation. The equity interests of Pacific are owned by Messrs. Roger Richter, Jonathan M. Glaser, and Daniel A. David and Messrs. Glaser and Richter have sole investment discretion over the Fund's portfolio holdings.
- (13) Mr. Luke Edwards, Managing Director, exercises sole voting and dispositive authority over these securities. This selling securityholder is a broker-dealer.
- (14) Marin Capital Partners, LP is the investment advisor to this securityholder. Messrs. John Null and J.T. Hansen are the principals of Marin Capital Partners, LP and exercise shared voting and dispositive power over these securities.
- (15) Man-Diversified Fund II Ltd. has been identified as the controlling entity of Man Mac I Ltd. The manager shares of Man-Diversified Fund II Ltd. are owned 75% by Albany Management Company Limited and 25% by Man Holdings Limited. The registered shareholder of Albany Management Company Limited is Argonaut Limited, a Bermuda company which is controlled by Michael Collins, a resident of Bermuda. Man Holdings Limited is a subsidiary of Man Group plc, which is a public company listed on the London Stock Exchange.
- (16) Mr. Alex Adair has sole voting and dispositive power over these securities. This securityholder is an affiliate of a broker-dealer.
- (17) Pursuant to an investment management agreement, RG Capital Management, L.P. (RG Capital) serves as the investment manager of Radcliffe SPC, Ltd.'s Class A Convertible Crossover Segregated Portfolio. RGC Management Company, LLC (Management) is the general partner of RG

Table of Contents

Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of Management. Each of RG Capital, Management, and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by Radcliffe SPC, Ltd. for an on behalf of the Class A Convertible Crossover Segregated Portfolio.

- (18) RHP Master Fund, Ltd. is a party to an investment management agreement with Rock Hill Investment Management, L.P., a limited partnership of which the general partner is RHP General Partner, LLC. Pursuant to such agreement, Rock Hill Investment Management, L.P. directs the voting and disposition of securities owned by RHP Master Fund, Ltd. Messrs. Wayne Bloch and Peter Lockhart own all of the interests in RHP General Partner, LLC. The aforementioned entities and individuals disclaim beneficial ownership of the securities owned by RHP Master Fund, Ltd.
- (19) Does not include 21,945 shares of common stock owned by this securityholder. Pursuant to investment agreements, each of S.A.C. Capital Advisors, LLC, a Delaware limited liability company (SAC Capital Advisors), and S.A.C. Capital Management, LLC, a Delaware limited liability company (SAC Capital Management) share all investment and voting power with respect to the securities held by SAC Arbitrage Fund. Mr. Steven A. Cohen controls both SAC Capital Advisors and SAC Capital Management. Each of SAC Capital Advisors, SAC Capital Management, and Mr. Cohen disclaim beneficial ownership of these securities.
- (20) Mr. Elliot Bossen exercises sole voting and dispositive control over these securities.
- (21) No such holder may offer notes or shares of common stock pursuant to this prospectus until such holder is included as a selling securityholder in a supplement to this prospectus in accordance with the registration rights agreement.

PLAN OF DISTRIBUTION

The selling securityholders and their successors, which includes their transferees, distributees, pledgees, donees, or their successors, may sell the notes and the common stock issuable upon conversion of the notes directly to purchasers or through underwriters, broker-dealers, or agents. Underwriters, broker-dealers, or agents may receive compensation in the form of discounts, concessions, or commissions from the selling securityholders or the purchasers. These discounts, concessions, or commissions may be in excess of those customary in the types of transactions involved.

The notes and the common stock issuable upon conversion of the notes may be sold in one or more transactions at fixed prices:

at prevailing market prices at the time of sale;

at prices related to such prevailing market prices;

at varying prices determined at the time of sale; or

at negotiated prices.

Such sales may be effected in transactions in the following manner (which may involve crosses or block transactions):

on any national securities exchange or quotation service on which the notes or the common stock may be listed or quoted at the time of sale;

in the over-the-counter market;

in transactions otherwise than on such exchanges or services or in the over-the-counter market;

through the writing of options, whether such options are listed on an options exchange or otherwise; or

through the settlement of short sales.

Selling securityholders may enter into hedging transactions with broker-dealers or other financial institutions which may in turn engage in short sales of the notes or the underlying common stock and deliver these securities to close out such short positions, or lend or pledge the notes or the common stock issuable upon conversion of the notes to broker-dealers that in turn may sell these securities.

Table of Contents

From time to time, one or more of the selling securityholders may distribute, devise, gift, pledge, hypothecate, or grant a security interest in some or all of the securities owned by them. Any such distributees, devisees, or donees will be deemed to be selling securityholders. Any such pledges, secured parties, or persons to whom the securities have been hypothecated will, upon foreclosure in the event of default, be deemed to be selling securityholders.

The aggregate proceeds to the selling securityholders from the sale of the notes or common stock issuable upon conversion of the notes will be the purchase price of the notes or common stock less any discounts and commissions. A selling securityholder reserves the right to accept and, together with their agents, to reject, any proposed purchase of notes or common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

Our common stock is quoted on the Nasdaq National Market. We do not intend to list the notes for trading on any national securities exchange or on the Nasdaq National Market. We cannot guarantee that any trading market will develop for the notes.

The notes and the common stock issuable upon conversion of the notes may be sold in some states only through registered or licensed brokers or dealers. The selling securityholders and any underwriters, broker-dealers, or agents that participate in the sale of the notes and common stock issuable upon conversion of the notes may be underwriters within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions, or profit they earn on any resale of the securities may be underwriting discounts and commissions under the Securities Act. Selling securityholders who are underwriters within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. The selling securityholders have acknowledged that they understand their obligations to comply, and have agreed to comply, with the prospectus delivery requirements and other provisions of the Securities Act and the Exchange Act, and the respective rules thereunder, particularly Regulation M thereunder, in connection with any offering of the securities offered hereby.

In addition, any securities covered by this prospectus that qualify for sale pursuant to Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than pursuant to this prospectus. A selling securityholder may not sell any notes or common stock described herein and may not transfer, devise, or gift such securities by other means not described in this prospectus.

If required, the specific notes or common stock to be sold, the names of the selling securityholders, the respective purchase prices and public offering prices, the names of any agent, dealer, or underwriter, and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus forms a part.

Pursuant to the registration rights agreement filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2004, we and the selling securityholders will be indemnified by each other against certain liabilities, including certain liabilities under the Securities Act, or will be entitled to contribution in connection with these liabilities.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information requirements of the Exchange Act and file reports, proxy statements, and other information with the SEC. We are required to file electronic versions of these documents with the SEC. Our reports, proxy statements, and other information can be inspected and copied at prescribed rates at the public reference facilities maintained by the SEC at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The SEC also maintains a website that contains reports, proxy and information statements, and other information, including electronic versions of our filings. The website address is <http://www.sec.gov>.

Table of Contents

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This prospectus incorporates by reference some of the reports, proxy statements, and other information that we have filed with the SEC under the Exchange Act. This means that we are disclosing important business and financial information to you by referring you to those documents. The information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act until all of the securities offered by this prospectus are sold.

Annual Report on Form 10-K for the year ended June 30, 2004;

Quarterly Report on Form 10-Q for the quarter ended September 30, 2004;

Definitive proxy statement on Schedule 14A, filed on September 13, 2004, with respect to our annual meeting of stockholders held on October 19, 2004;

Current Report on Form 8-K filed October 1, 2004;

Current Report on Form 8-K filed October 13, 2004;

Current Report on Form 8-K filed December 3, 2004;

Current Report on Form 8-K filed December 3, 2004;

Current Report on Form 8-K filed December 7, 2004;

Current Report on Form 8-K filed December 20, 2004;

Current Report on Form 8-K filed January 20, 2005;

Registration statement on Form 8-A filed on January 24, 2002; and

Registration statement on Form 8-A filed on August 16, 2002.

We will provide a copy of these filings at no cost to the requester, upon written or oral request to the following:

Synaptics Incorporated
2381 Bering Drive
San Jose, California 95131
Telephone: (408) 434-0110
Attention: Investor Relations

Any statements made in a document incorporated by reference in this prospectus is deemed to be modified or superseded for purposes of this prospectus to the extent that a statement in this prospectus or in any other subsequently filed document, which is also incorporated by reference, modifies or supersedes the statement. Any statement made in this prospectus is deemed to be modified or superseded to the extent a statement in any subsequently filed document, which is incorporated by reference in this prospectus, modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

In addition, for so long as any of the notes remain outstanding and during any period in which we are not subject to Section 13 or Section 15(d) of the Exchange Act, we will make available to any prospective purchaser or beneficial owner of the securities in connection with the sale thereof that information required by Rule 144A(d)(4) under the Securities Act. The information relating to us contained in this prospectus should be read together with the information in the documents incorporated by reference. In addition, certain information, including financial information, contained in this prospectus or incorporated by reference in this prospectus should be read in conjunction with documents we have filed with the SEC.

Table of Contents

LEGAL MATTERS

The legality of the notes offered hereby and of the shares of common stock issuable upon the conversion of those notes will be passed upon for us by Greenberg Traurig, LLP, Phoenix, Arizona. Certain members of such firm beneficially owned 4,000 shares of our common stock as of the date of this prospectus.

INDEPENDENT AUDITORS

The consolidated financial statements of Synaptics Incorporated appearing in Synaptics' Annual Report on Form 10-K for the year ended June 30, 2004, incorporated by reference in this prospectus, have been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report appearing therein, for the years ended June 30, 2003 and June 30, 2004 and by Ernst & Young LLP, independent auditors, as stated in their report appearing therein, for the year ended June 30, 2002.

77

We have not authorized any dealer, salesperson, or other person to give any information or represent anything not contained in this prospectus. You must not rely on any unauthorized information. This prospectus does not offer to sell or buy any securities in any jurisdiction where it is unlawful. The information in this prospectus is current as of _____, 2005.

TABLE OF CONTENTS

	<u>Page</u>
<u>About this Prospectus</u>	i
<u>Special Note Regarding Forward-Looking Statements</u>	i
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	8
<u>Use of Proceeds</u>	27
<u>Dividend Policy</u>	27
<u>Price Range of Common Stock</u>	28
<u>Ratio of Earnings to Fixed Charges</u>	29
<u>Description of Notes</u>	30
<u>Description of Capital Stock</u>	57
<u>Material U.S. Federal Income Tax Considerations</u>	62
<u>Selling Securityholders</u>	69
<u>Plan of Distribution</u>	74
<u>Where You Can Find More Information</u>	75
<u>Incorporation of Certain Documents by Reference</u>	76
<u>Legal Matters</u>	77
<u>Independent Auditors</u>	77
<u>Exhibit 5.1</u>	
<u>Exhibit 12.1</u>	
<u>Exhibit 23.2</u>	
<u>Exhibit 23.3</u>	

\$125,000,000

0.75% Convertible Senior

**Subordinated Notes due 2024 and
the Common Stock Issuable Upon
Conversion of the Notes**

PROSPECTUS

, 2005

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. *Other Expenses of Issuance and Distribution.***

The following table sets forth the various expenses payable by us in connection with the sale and distribution of the securities being registered hereby. We are paying all of the selling securityholders' expenses related to this offering, except that the selling securityholders will pay their own legal fees and any applicable broker's commissions and expenses. All amounts are estimates except for the SEC registration fee.

	Amount to Be Paid
SEC Registration Fee	\$ 15,750
Accountants' Fees and Expenses	15,000
Legal Fees and Expenses	40,000
Printing and Engraving Expenses	45,000
Miscellaneous Fees	4,250
	<hr/>
Total	\$ 120,000
	<hr/>

Item 15. *Indemnification of Directors and Officers.*

The Certificate of Incorporation and Bylaws of the registrant provide that the registrant will indemnify and advance expenses, to the fullest extent permitted by the Delaware General Corporation Law, to each person who is or was a director or officer of the registrant, or who serves or served any other enterprise or organization at the request of the registrant (an "Indemnitee").

Under Delaware law, to the extent that an Indemnitee is successful on the merits in defense of a suit or proceeding brought against him or her by reason of the fact that he or she is or was a director, officer, or agent of the registrant, or serves or served any other enterprise or organization at the request of the registrant, the registrant shall indemnify him or her against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action.

If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, an Indemnitee may be indemnified under Delaware law against both (i) expenses, including attorney's fees, and (ii) judgments, fines, and amounts paid in settlement if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the registrant, and, with respect to any criminal action, had no reasonable cause to believe his or her conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of the registrant, where the suit is settled, an Indemnitee may be indemnified under Delaware law only against expenses (including attorneys' fees) actually and reasonably incurred in the defense or settlement of the suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the registrant except that if the Indemnitee is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the registrant, he or she cannot be made whole even for expenses unless a court determines that he or she is fully and reasonably entitled to indemnification for such expenses.

Also under Delaware law, expenses incurred by an officer or director in defending a civil or criminal action, suit, or proceeding may be paid by the registrant in advance of the final disposition of the suit, action, or proceeding upon receipt of an undertaking by or on behalf of the officer or director to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the registrant.

The registrant may also advance expenses incurred by other employees and agents of the registrant upon such terms and conditions, if any, that the Board of Directors of the registrant deems appropriate.

Table of Contents

Item 16. Exhibits

Exhibit Number	Exhibit
4.1	Form of Common Stock Certificate(1)
4.2	Rights Agreement, dated as of August 15, 2002, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent(2)
4.3	Indenture, dated December 7, 2004, by and between the Registrant and American Stock Transfer & Trust Company(3)
4.4	Registration Rights Agreement, dated December 7, 2004, by and among the Registrant; Bear, Stearns & Co. Inc.; and Credit Suisse First Boston LLC(3)
5.1	Opinion of Greenberg Traurig, LLP
10.21	Purchase Agreement, dated December 1, 2004, by and among the Registrant; Bear, Stearns & Co. Inc.; and Credit Suisse First Boston LLC(3)
12.1	Ratio of Earnings to Fixed Charges
23.1	Consent of Greenberg Traurig, LLP (contained in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent auditors
23.3	Consent of KPMG LLP, independent registered public accounting firm
24.1	Power of Attorney of Directors and Executive Officers (included on the signature page of the Registration Statement)
25.1	Statement of Eligibility under the Trust Indenture Act of 1939 of American Stock Transfer & Trust Company

- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-56026) as filed on August 17, 2001.
- (2) Incorporated by reference to the Registrant's Registration Statement on Form 8-A as filed on August 16, 2002.
- (3) Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 1, 2004, as filed on December 7, 2004.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or

Table of Contents

Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(e) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(i) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, state of California, on the 27th day of January, 2005.

SYNAPTICS INCORPORATED

By: /s/ FRANCIS F. LEE

Francis F. Lee
*President, Chief Executive Officer,
and Director*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints jointly and severally, Francis F. Lee and Russell J. Knittel and each one of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this registration statement, and to sign any registration statement and amendments thereto for the same offering pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all which said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do, or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Capacity	Date
<hr/> /s/ FEDERICO FAGGIN	Chairman of the Board	January 27, 2005
Federico Faggin		
<hr/> /s/ FRANCIS F. LEE	President, Chief Executive Officer, and Director (Principal Executive Officer)	January 27, 2005
Francis F. Lee		
<hr/> /s/ RUSSELL J. KNITTEL	Senior Vice President, Chief Financial Officer, Chief Administrative Officer, Secretary, Treasurer, and Director (Principal Financial and Accounting Officer)	January 27, 2005
Russell J. Knittel		
<hr/> /s/ KEITH B. GEESLIN	Director	January 27, 2005
Keith B. Geeslin		

Table of Contents

Signature	Capacity	Date
<hr/> <i>/s/</i> RICHARD L. SANQUINI <hr/>	Director	January 27, 2005
Richard L. Sanquini		
<hr/> <i>/s/</i> W. RONALD VAN DELL <hr/>	Director	January 27, 2005
W. Ronald Van Dell		

II-5

Table of Contents

EXHIBIT INDEX

Number	Exhibit
4.1	Form of Common Stock Certificate(1)
4.2	Rights Agreement, dated as of August 15, 2002, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent(2)
4.3	Indenture, dated December 7, 2004, by and between the Registrant and American Stock Transfer & Trust Company(3)
4.4	Registration Rights Agreement, dated December 7, 2004, by and among the Registrant; Bear, Stearns & Co. Inc.; and Credit Suisse First Boston LLC(3)
5.1	Opinion of Greenberg Traurig, LLP
10.21	Purchase Agreement, dated December 1, 2004, by and among the Registrant; Bear, Stearns & Co. Inc.; and Credit Suisse First Boston LLC(3)
12.1	Ratio of Earnings to Fixed Charges
23.1	Consent of Greenberg Traurig, LLP (contained in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent auditors
23.3	Consent of KPMG LLP, independent registered public accounting firm
24.1	Power of Attorney of Directors and Executive Officers (included on the signature page of the Registration Statement)
25.1	Statement of Eligibility under the Trust Indenture Act of 1939 of American Stock Transfer & Trust Company

- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-56026) as filed on August 17, 2001.
- (2) Incorporated by reference to the Registrant's Registration Statement on Form 8-A as filed on August 16, 2002.
- (3) Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 1, 2004, as filed on December 7, 2004.