#### DINARDO SHEILA S

Form 4

August 27, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287 January 31, Expires:

**OMB APPROVAL** 

2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Name and Addre DINARDO SH	*	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol ANSYS INC [ANSS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
SOUTHPOINTE, 275			08/25/2009	X Officer (give title Other (specify below)			
TECHNOLOGY DRIVE				VP, General Counsel			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CANONSBURG, PA 15317			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			(D)	Beneficially Form Owned Dire Following or In Reported (I) Transaction(s) (Inst	Ownership Form: Direct (D) or Indirect	ownership Indirect orm: Beneficial orect (D) Ownership r Indirect (Instr. 4)
Common Stock	08/25/2009		Code V M	Amount 44,500	(D) A (1)	Price \$ 9.28	(Instr. 3 and 4) 51,448	D	
Common Stock	08/25/2009		M	500	A (1)	\$ 16.875	51,948	D	
Common Stock	08/25/2009		S	44,500	D (1)	(2)	7,448	D	
Common Stock	08/25/2009		S	500	D	<u>(2)</u>	6,948	D	

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

### Edgar Filing: DINARDO SHEILA S - Form 4

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 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase	\$ 9.28	08/25/2009		M	44,500	(3)	02/05/2014	Common Stock	44,500
Options to Purchase	\$ 16.875	08/25/2009		M	500	<u>(4)</u>	02/10/2015	Common Stock	500

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DINARDO SHEILA S SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317

VP, General Counsel

## **Signatures**

Colleen Zak Hess, Attorney-in-Fact 08/27/2009

\*\*Signature of Reporting Person Da

## **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) Pursuant to 10b5-1 plan currently in place.

The trade was executed in a series of transactions with a price range of \$36.00 to \$36.44, inclusive, with a weighted average price of \$36.1724. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Reporting Owners 2

### Edgar Filing: DINARDO SHEILA S - Form 4

- (3) The option grant of 60,000 shares granted on 02/05/2004, vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (4) The option grant of 12,500 shares granted on 02/10/2005, vests 25% annually in equal installments beginning on the first anniversary of the grant date.

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.