

ANSYS INC
Form 4
March 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
SMITH PETER J

(Last) (First) (Middle)

2600 ANSYS
DRIVE, SOUTHPOINTE

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANSYS INC [ANSS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/09/2015 | | M | 1,000 A \$ 19.21 | 145,473 ⁽²⁾ | D | |
| Common Stock | 03/09/2015 | | M | 1,000 A \$ 26.95 | 146,473 ⁽²⁾ | D | |
| Common Stock | 03/09/2015 | | M | 1,000 A \$ 28.4 | 147,473 ⁽²⁾ | D | |
| Common Stock | 03/09/2015 | | M | 1,000 A \$ 36.68 | 148,473 ⁽²⁾ | D | |
| Common Stock | 03/09/2015 | | M | 4,000 A \$ 40.87 | 152,473 ⁽²⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|------------------------|---|
| Common Stock | 03/09/2015 | M | 4,000 | A | \$ 40.89 | 156,473 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 4,000 | A | \$ 44.62 | 160,473 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 4,000 | A | \$ 45.39 | 164,473 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 4,000 | A | \$ 48.97 | 168,473 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 1,750 | A | \$ 61.68 | 170,223 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 1,750 | A | \$ 65.72 | 171,973 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 1,750 | A | \$ 67.44 | 173,723 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 875 | A | \$ 75.91 | 174,598 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 875 | A | \$ 77.23 | 175,473 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | M | 875 | A | \$ 84.14 | 176,348 ⁽²⁾ | D |
| Common Stock | 03/09/2015 | S | 26,268 | D | <u>(1)</u> | 150,080 ⁽²⁾ | D |

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

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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. 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. De Se (In | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | \$ 19.21 | 03/09/2015 | | M | 1,000 | ⁽³⁾ | 03/02/2016 | | 1,000 |

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| | | | | | | | | | |
|--------------------|----------|------------|---|-------|-------------|------------|--------------|--------------|--|
| Option To Purchase | | | | | | | | Common Stock | |
| Option To Purchase | \$ 26.95 | 03/09/2015 | M | 1,000 | <u>(4)</u> | 05/15/2016 | Common Stock | 1,000 | |
| Option To Purchase | \$ 28.4 | 03/09/2015 | M | 1,000 | <u>(5)</u> | 11/14/2015 | Common Stock | 1,000 | |
| Option To Purchase | \$ 36.68 | 03/09/2015 | M | 1,000 | <u>(6)</u> | 08/14/2016 | Common Stock | 1,000 | |
| Option to Purchase | \$ 40.87 | 03/09/2015 | M | 4,000 | <u>(7)</u> | 08/16/2017 | Common Stock | 4,000 | |
| Option To Purchase | \$ 40.89 | 03/09/2015 | M | 4,000 | <u>(8)</u> | 11/16/2016 | Common Stock | 4,000 | |
| Option To Purchase | \$ 44.62 | 03/09/2015 | M | 4,000 | <u>(9)</u> | 03/02/2017 | Common Stock | 4,000 | |
| Option To Purchase | \$ 45.39 | 03/09/2015 | M | 4,000 | <u>(10)</u> | 05/17/2017 | Common Stock | 4,000 | |
| Option To Purchase | \$ 48.97 | 03/09/2015 | M | 4,000 | <u>(11)</u> | 11/15/2017 | Common Stock | 4,000 | |
| Option To Purchase | \$ 61.68 | 03/09/2015 | M | 1,750 | <u>(12)</u> | 05/15/2019 | Common Stock | 1,750 | |
| Option To Purchase | \$ 65.72 | 03/09/2015 | M | 1,750 | <u>(13)</u> | 08/14/2019 | Common Stock | 1,750 | |
| Option To Purchase | \$ 67.44 | 03/09/2015 | M | 1,750 | <u>(14)</u> | 11/14/2019 | Common Stock | 1,750 | |
| Option To Purchase | \$ 75.91 | 03/09/2015 | M | 875 | <u>(15)</u> | 05/15/2020 | Common Stock | 875 | |
| Option To Purchase | \$ 77.23 | 03/09/2015 | M | 875 | <u>(16)</u> | 03/04/2020 | Common Stock | 875 | |
| Option To Purchase | \$ 84.14 | 03/09/2015 | M | 875 | <u>(17)</u> | 11/14/2020 | Common Stock | 875 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH PETER J 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317 | | | | |

Signatures

| | |
|----------------------------------------|------------|
| Sheila S. DiNardo, Attorney-in-Fact | 03/11/2015 |
|----------------------------------------|------------|

__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 trade was executed in a series of transactions with a price range of \$85.76 to \$86.00, inclusive, with a weighted average price of \$85.907111. 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.

(2) Includes 12,600 Deferred Stock Units

(3) The option grant of 4,000 shares granted on 03/02/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(4) The option grant of 4,000 shares granted on 05/15/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(5) The option grant of 4,000 shares granted on 11/14/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(6) The option grant of 4,000 shares granted on 08/14/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(7) The option grant of 4,000 shares granted on 08/16/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(8) The option grant of 4,000 shares granted on 11/16/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(9) The option grant of 4,000 shares granted on 03/02/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(10) The option grant of 4,000 shares granted on 05/17/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(11) The option grant of 4,000 shares granted on 11/15/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(12) The option grant of 3,500 shares granted on 05/15/2012 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(13) The option grant of 3,500 shares granted on 08/14/2012 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(14) The option grant of 3,500 shares granted on 11/14/2012 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(15)

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The option grant of 3,500 shares granted on 05/15/2013 vests 25% annually in equal installments beginning on the first anniversary of the grant.

- (16) The option grant of 3,500 shares granted on 03/04/2013 vests 25% annually in equal installments beginning on the first anniversary of the grant
- (17) The option grant of 3,500 shares granted on 11/14/2013 vests 25% annually in equal installments beginning on the first anniversary of the grant.

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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