

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)
				(A) or (D) Price			
Common Stock	03/09/2015		M	1,000 A \$ 19.21	145,473 <sup>(2)</sup>	D	
Common Stock	03/09/2015		M	1,000 A \$ 26.95	146,473 <sup>(2)</sup>	D	
Common Stock	03/09/2015		M	1,000 A \$ 28.4	147,473 <sup>(2)</sup>	D	
Common Stock	03/09/2015		M	1,000 A \$ 36.68	148,473 <sup>(2)</sup>	D	
Common Stock	03/09/2015		M	4,000 A \$ 40.87	152,473 <sup>(2)</sup>	D	

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

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 Securities (Instr. 3 and 4)	8. De Se (In	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 19.21	03/09/2015		M	1,000	<sup>(3)</sup>	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
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\_\_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.

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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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