

ZILVITIS PATRICK J
Form 4
March 12, 2012

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 *
ZILVITIS PATRICK J

(Last) (First) (Middle)

SOUTHPOINTE, 275
TECHNOLOGY DRIVE

(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)
03/08/2012

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 Beneficial (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/08/2012		M		6,000 A \$ 23.91	36,400 ⁽⁴⁾	D
Common Stock	03/08/2012		S		6,000 D <u>1</u>	30,400 ⁽⁴⁾	D
Common Stock	03/09/2012		M		5,328 A \$ 25.625	35,728 ⁽⁴⁾	D
Common Stock	03/09/2012		S		5,328 D <u>2</u>	30,400 ⁽⁴⁾	D
Common Stock	03/12/2012		M		672 A \$ 25.625	31,072 ⁽⁴⁾	D

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Common Stock 03/12/2012 S 672 D (3) 30,400 (4) 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. Amount or Number of Shares
Options to Purchase	\$ 23.91	03/08/2012		M	6,000	(5) 06/30/2016	Common Stock	6,000
Options to Purchase	\$ 25.625	03/09/2012		M	5,328	(6) 11/15/2013	Common Stock	5,328
Options to Purchase	\$ 25.625	03/12/2012		M	672	(6) 11/15/2013	Common Stock	672

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZILVITIS PATRICK J SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317	X			

Signatures

Sheila S. DiNardo,
Attorney-in-Fact 03/12/2012

__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 \$63.00 to \$63.13, inclusive, with a weighted average price of \$63.011983. 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) The trade was executed in a series of transactions with a price range of \$63.50 to \$63.52, inclusive, with a weighted average price of \$63.502618. 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.

(3) The trade was executed in a series of transactions with a price range of \$63.19 to \$63.22, inclusive, with a weighted average price of \$63.204613. 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.

(4) Includes 22,800 Deferred Stock Units.

(5) The option grant of 6,000 shares granted on 06/30/2006 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(6) The option grant of 6,000 shares granted on 11/15/2006 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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