

ANSYS INC

Form 4

August 05, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DINARDO SHEILA S

(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)
08/01/2013

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)

VP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2013 ⁽¹⁾		M	3,000 A	\$ 40.89	16,925	D
Common Stock	08/01/2013 ⁽¹⁾		M	10,000 A	\$ 48.97	26,925	D
Common Stock	08/01/2013 ⁽¹⁾		M	5,000 A	\$ 58.67	31,925	D
Common Stock	08/01/2013 ⁽¹⁾		S	18,000 D	\$ 82 <u>(1)</u>	13,925	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	\$ 40.89	08/01/2013 ⁽¹⁾		M	3,000	⁽²⁾ 11/16/2019	Common Stock	3,000
Options To Purchase	\$ 48.97	08/01/2013 ⁽¹⁾		M	10,000	⁽³⁾ 11/15/2020	Common Stock	10,000
Options To Purchase	\$ 58.67	08/01/2013 ⁽¹⁾		M	5,000	⁽⁴⁾ 11/14/2021	Common Stock	5,000

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

Annette Arribas,
Attorney-in-Fact 08/05/2013

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

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- (2) The option grant of 20,000 shares granted on 11/16/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (3) The option grant of 20,000 shares granted on 11/15/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (4) The option grant of 20,000 shares granted on 11/14/2011 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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