

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>CASHMAN JAMES E III</u> _____ (Last) (First) (Middle) <u>2600 ANSYS DRIVE</u> <u>SOUTHPOINTE</u> _____ (Street) <u>CANONSBURG PA 15367</u> _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC [ANSS]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below) | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2018</u> | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/15/2018 | | M | | 20,250 ⁽¹⁾ | A | \$0 | 376,796 ⁽⁴⁾ | D | |
| Common Stock | 02/15/2018 | | M | | 6,750 ⁽²⁾ | A | \$0 | 383,546 ⁽⁴⁾ | D | |
| Common Stock | 02/15/2018 | | F | | 10,847 ⁽³⁾ | D | \$162.41 | 372,699 ⁽⁴⁾ | D | |
| Common Stock | | | | | | | | 64,500 | I | Reflects shares held in a family limited partnership. |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Performance Restricted Stock Unit | \$0 | 02/15/2018 | | M | | 20,250 | | (5) | (5) | Common Stock | 20,250 | \$0 | 0 | D | |
| Performance Restricted Stock Unit | \$0 | 02/15/2018 | | M | | 6,750 | | (6) | (6) | Common Stock | 6,750 | \$0 | 0 | D | |

Explanation of Responses:

- Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Shares earned upon vesting and settlement of Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 150% of target for each year of cumulative three-year award period.
- Awarded under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Shares earned upon vesting and settlement of Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 0%, 0% and 150% of target for each year of cumulative three-year award period.
- Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnotes 1 and 2 above.
- Includes 61,683 Restricted Stock Units, as well as 45 shares acquired under the ANSYS Employee Stock Purchase Plan on January 31, 2018.
- Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Performance Restricted Stock Units awarded March 5, 2015 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 1 for additional information.
- Awarded under Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Performance Restricted Stock Units awarded March 5, 2015 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 2 for additional information.

Remarks:

Janet Lee, Attorney-in-Fact 02/20/2018
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.