SEC Form 4

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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

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 OMB Number: 3235-0287 Estimated average burden

Estimated average burden hours per response: 0.5

1. Name and Addres <u>MORLEY BE</u>	s of Reporting Person	1*	2. Issuer Name and Ticker or Trading Symbol ANSYS INC [ANSS]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner	
(Last) SOUTHPOINTE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2005		Officer (give title below)	Other (specify below)	
275 TECHNOLO	JGY DRIVE		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street)				X Form filed by One Reporting Person			
CANONSBURG	PA 15317				Form filed by More than C Person	One Reporting	
(City)	(State)	(Zip)					

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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/22/2005		М		12,000	Α	\$12.8675	12,000	D	
Common Stock	03/22/2005		М		6,000	Α	\$14.205	18,000	D	
Common Stock	03/22/2005		S		18,000(1)	D	(2)	0	D	

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. Transa Code (8)		of		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	Amount or Number of Shares				
Options to Purchase	\$12.8675	03/22/2005		М		12,000		(3)	05/16/2012	Common Stock	12,000	\$12.8675	12,000	D	
Options to Purchase	\$14.205	03/22/2005		м		6,000		(4)	05/15/2013	Common Stock	6,000	\$14.205	18,000	D	

Explanation of Responses:

1. Pursuant to 10b5-1 plan currently in place.

2. The trade was executed in a series of transactions with a price range of \$36.00 to \$36.03, with a weighted average of \$36.0067.

3. The option grant of 24,000 shares vests in four equal installments beginning on 05/16/03.

4. The option grant of 24,000 shares vests in four equal installments beginning on 05/15/04.

Remarks:

All share numbers and stock prices reflect 2 for 1 stock split that occurred on 10/04/04.

Lisa M. O'Connor, Attorney-in-

03/24/2005

** Signature of Reporting Person Date

Fact

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.