SEC Form 4

П

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		
hours per response:		0.5

1. Name and Address	1 0	1	2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC</u> [ANSS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>SMITH JOHN F</u>				X	Director	10% Owner			
(Last) (First) (Middle) SOUTHPOINTE			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2009		Officer (give title below)	Other (specify below)			
275 TECHNOLC	GY DRIVE		4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check A						
(Street) CANONSBURG PA 15317				Line) X	Form filed by One Report Form filed by More than 0 Person	0			
(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)	if any	ate, Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)

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)		5. Nun of Deriva Securi Acquit (A) or Dispos of (D) (Instr. and 5)	itive ities red sed 3, 4	Expiration Date (Month/Day/Year)		e Amount of ar) Securities		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	\$26.95	05/15/2009		A		4,000		(1)	05/15/2016	Common Stock	4,000	\$0	4,000	D	

Explanation of Responses:

1. Represents options issued under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the 12/31/08 annual grant election of the Chairman and non-affiliated independent directors. The grant of 4,000 stock options is made quarterly in arrears and vests 25% annually in equal installments beginning on the first anniversary of the grant date.

Collee Zak Hess, Attorney-in-	05/19/2009
Fact ** Signature of Reporting Person	Date

** Signature of Reporting Person

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.