

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>DINARDO SHEILA S</u>  (Last) (First) (Middle) 2600 ANSYS DRIVE SOUTHPOINTE  (Street) CANONSBURG PA 15317  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2017	
	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 <input type="checkbox"/> 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	02/16/2017		M		354 <sup>(1)</sup>	A	\$0	22,317 <sup>(4)</sup>	D	
Common Stock	02/16/2017		M		275 <sup>(2)</sup>	A	\$0	22,592 <sup>(4)</sup>	D	
Common Stock	02/16/2017		F		234 <sup>(3)</sup>	D	\$100.43	22,358 <sup>(4)</sup>	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. 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	02/16/2017		M			354	(5)	(5)	Common Stock	354	\$0	9,596	D	
Performance Restricted Stock Unit	\$0	02/16/2017		M			275	(5)	(5)	Common Stock	275	\$0	9,321	D	
Performance Restricted Stock Unit	\$0	02/16/2017		D <sup>(6)</sup>			2,921 <sup>(6)</sup>	(5)	(5)	Common Stock	2,921 <sup>(6)</sup>	\$0	6,400	D	

**Explanation of Responses:**

- Shares earned due to a performance factor of 60% upon vesting and settlement of Performance Restricted Stock Units and certification of performance results by the Compensation Committee.
- Shares earned due to a performance factor of 46.5% upon vesting and settlement of Performance Restricted Stock Units and certification of performance results by the Compensation Committee.
- 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 6,825 Restricted Stock Units.
- Awarded under Issuer's Second Amended and Restated Long Term Incentive Plan. Performance Restricted Stock Units awarded March 5, 2014 converted into shares of Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee.
- Performance Restricted Stock Units cancelled due to performance goal not being 100% achieved.

**Remarks:**

Sheila S. DiNardo 02/21/2017  
 \*\* 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.

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