SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject t | c |
|---------------------------------------|---|
| 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 | | | | | | | | |

| | ess of Reporting Perso | on* | 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>JAMES E III</u> | | | X | Director | 10% Owner | | | |
| · | | | | x | Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | | |
| SOUTHPOINTE | | | 10/08/2014 | President and CEO | | | | | |
| 275 TECHNOL | OGY DRIVE | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | vidual or Joint/Group Filing | (Check Applicable | | | |
| (Street) | | | | Line) | | | | | |
| CANONSBUR | G PA | 15317 | | X | Form filed by One Repo | orting Person | | | |
| · · · · · · · · · · · · · · · · · · · | | | | | Form filed by More thar Person | One Reporting | | | |
| (Citv) | (State) | (Zin) | | | | | | | |

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 Code (Instr. 8) | | | | 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 | | Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock | 10/08/2014(1) | | М | | 75,000 ⁽¹⁾ | A ⁽¹⁾ | \$16.875 | 393,011 ⁽³⁾ | D | |
| Common Stock | 10/08/2014(1) | | S | | 75,000(1) | D ⁽¹⁾ | (2) | 318,011 ⁽³⁾ | D | |
| Common Stock | | | | | | | | 50,000 | I | Reflects shares held in a family limited partnership. |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| (e.g., puts, | calls, wa | rrants, optio | ons, convertible s | ecurities) |
|--------------|-----------|---------------|--------------------|------------|
| | | | | |

| 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 | | Expiration Date (Month/Day/Year) d ed nstr. | | 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 | | | | |
| Option To Purchase | \$16.875 | 10/08/2014 ⁽¹⁾ | | М | | | 26,304 | (4) | 02/10/2015 | Common Stock | 26,304 | \$ <mark>0</mark> | 75,000 | D | |
| Option To Purchase | \$16.875 | 10/08/2014 ⁽¹⁾ | | м | | | 48,696 | (5) | 02/10/2015 | Common Stock | 48,696 | \$0 | 0 | D | |

Explanation of Responses:

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

2. The trade was executed in a series of transactions with a price range of \$75.32 to \$76.89, inclusive, with a weighted average price of \$75.888731 The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. Includes 20,000 Restricted Stock Units.

4. The option grant of 200,000 shares granted on 02/10/2005 vests 25% annually in equal installments beginning on the fifth anniversary of the grant.

5. The option grant of 200,000 shares granted on 02/10/2005 vests 25% annually in equal installments beginning on the first anniversary of the grant.

Remarks:

<u>Sheila S. DiNardo, Attorney-in-</u> <u>10/10/2014</u>

** 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.