Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>
• ==	0. 0		• • • • • • • • • • • • • • • • • • • •

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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 Emswiler Shane					ANSYS INC [ ANSS ]							(Ch	neck all appli Direct	ationship of Reportin k all applicable) Director Officer (give title		10% Ov Other (s	vner	
(Last) SOUTH	`	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013  4. If Amendment, Date of Original Filed (Month/Day/Year)								helow)	below) below)  VP and General Manager			
	SBURG PA		15317 (Zip)		_ 4.1								Lin	e) X Form t				
(City)	(3	-		n Dori	 vativ	0.50	ourit	tios Ac	auirad	Dic	nosod o	of or Bo	noficial	ly Owner	<u> </u>			
1. Title of Security (Instr. 3)		2. Trans	nsaction 2 Eh/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispo		4. Securit	rities Acquired (A) c ed Of (D) (Instr. 3, 4		5. Amou Securiti Benefic	int of es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) o	Price	Transac	Transaction(s) (Instr. 3 and 4)			(1130.4)	
Common Stock							03/0	М		12,82	9 A	\$35.7	<sup>'</sup> 4 16	16,618		D		
Common Stock 03		03/0	1/201	/2013			S		12,82	9 D	(1)	3,	3,789		D			
		-	Гable II -								osed of, onverti			Owned				
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	Execution if any			ransaction ode (Instr.		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares					
Option to	\$35.74	03/01/2013			М			12,829	07/31/20	08 1	12/19/2017	Common	12,829	\$0	17,00	0	D	

## **Explanation of Responses:**

1. The trade was executed in a series of transactions with a price range of \$76.67 to \$76.68, inclusive, with a weighted average price of \$76.670036. 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.

> Annette Arribas, Attorney-in-03/05/2013

**Fact** 

\*\* 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.