SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 2054

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

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	s of Reporting Person	*	2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC</u> [ANSS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
YANG ANDREW T					Director	10% Owner			
(Last) (First) (Middle) SOUTHPOINTE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- X	Officer (give title below)	Other (specify below)			
		(midule)	08/01/2011		VP and General Manager				
275 TECHNOLO	GY DR								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		dual or Joint/Group Filing (C	Check Applicable			
(Street) CANONSBURG	РА	15317		Line) X	Form filed by One Reportin	0			
					Form filed by More than O Person	ne 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)	Instr.	5)	(D) (Instr.	3, 4 and	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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)		

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. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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	\$22.95	08/01/2011		Α		22,222		(1)	03/07/2021	Common Stock	22,222	\$ <mark>0</mark>	22,222	D	
Restricted Stock Unit	\$0 ⁽²⁾	08/01/2011		Α		94,464		(3)	(3)	Common Stock	94,464	\$ <mark>0</mark>	94,464	D	

Explanation of Responses:

1. The option grant of 22,222 shares granted on 08/01/2011, as assumed during the acquisition of Apache Design Solutions, Inc., vests 25% on 03/07/2012 and in equal monthly installments beginning on 04/07/2012 and becoming fully vested on 03/07/2015.

Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock, pursuant to the Issuer's Fourth Amneded and Restated 1996 Stock Option and Grant Plan.
 Restricted stock units vest 33.33% each year beginning 01/01/2012, based on the Issuer's performance requirements over a three-year period, as will be determined at a meeting of the Issuer's compensation committee following December 31 of each of the 3 calendar years beginning with the calendar year starting 01/01/2012.

<u>Annette Arribas, Atto</u>	<u>rney-in-</u>
<u>Fact</u>	

08/03/2011

** 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.

08/03/20