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

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

| Name and Address of Reporting Person*     CASHMAN JAMES E III  |   |  |        |          |                                   |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol ANSYS INC [ ANSS ]   |     |  |       |                    |   |  |                            | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |   |                                       |  |
|--|---|--|--------|----------|-----------------------------------|--|---|-----|--|-------|--------------------|---|--|----------------------------|---|---|---|---------------------------------------|--|
| CASHI  | 1   | <u> </u>                                   |        |          |                                   |  |   |     |  | X     | Direc              | ctor  | 10%                                    | Owner                      |   |   |   |                                       |  |
| (Last) (First) (Middle)  |   |  |        |          |                                   | Date of Earliest Transaction (Month/Day/Year)            |   |     |  |       |                    |   |  | X                          | Offic<br>belov  | er (give title<br>w)  | Othe<br>belo  | r (specify<br>v)                      |  |
| SOUTHPOINTE  |   |  |        |          |                                   | 12/08/2008   |   |     |  |       |                    |   |  |                            |   | Presiden  | t and CEO   |                                       |  |
| 275 TECHNOLOGY DRIVE   |   |  |        |          |                                   |  |   |     |  |       |                    |   |  |                            |   |   |   |                                       |  |
| (Street)   |   |  |        |          |                                   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |   |     |  |       |                    |   |  | 6. Indi\<br>  Line)        | 6. Individual or Joint/Group Filing (Check Applicable Line)             |   |   |                                       |  |
| CANONSBURG PA 15317  |   |  |        |          |                                   |  |   |     |  |       |                    |   |  | X                          | , , ,   |   |   |                                       |  |
|  |   |  |        |          |                                   |  |   |     |  |       |                    |   |  |                            | Form filed by More than One Reporting<br>Person                         |   |   |                                       |  |
| (City)   | (St   | ate) (.                                    | Zip)   |          |                                   |  |   |     |  |       |                    |   |  |                            |   |   |   |                                       |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |   |  |        |          |                                   |  |   |     |  |       |                    |   |  |                            |   |   |   |                                       |  |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/   |   |  |        |          |                                   | Execution Date,  |   |     | 3. 4. Securities Acquir Disposed Of (D) (Instr. 8) |       |                    |   |  | Securities<br>Beneficially |   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                       |  |
|  |   |  |        |          |                                   |  |   |     | Code   | v     | Amount             | (A) oi<br>(D)   | Price                                  | •                          | Trans   | action(s)<br>3 and 4)   |   | (111511.4)                            |  |
| Common Stock 12/08/20  |   |  |        |          |                                   |  | )08   |     | S  |       | 10,000             | D   | \$29                                   | .2115                      | 3   | 56,812  | D   |                                       |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |        |          |                                   |  |   |     |  |       |                    |   |  |                            |   |   |   |                                       |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | if any | on Date, | 4.<br>Transaction<br>Code (Instr. |  | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercis<br>Expiration Dat<br>(Month/Day/Ye |       | ate                | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | Deri<br>Seci<br>(Inst      |   |   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |  |        |          | Code                              | v  | (A)   | (D) | Date<br>Exercis                                    | sable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares | r                          |   |   |   |                                       |  |

**Explanation of Responses:** 

Sheila S. DiNardo, Attorneyin-Fact

12/10/2008

\*\* 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.