

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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:	3235-0104
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1. Name and Address of Reporting Person* <u>CENDES ZOLTAN</u>  (Last) (First) (Middle) SOUTHPOINTE 275 TECHNOLOGY DRIVE  (Street) CANONSBURG PA 15317  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/31/2008	3. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC [ ANSS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Technology Officer</p>	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	546,864 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	07/31/2008	12/15/2008	Common Stock	79,659 <sup>(2)</sup>	3.22	D
Stock Option (right to buy)	07/31/2008	10/01/2011	Common Stock	318,636 <sup>(3)</sup>	5.67	D

**Explanation of Responses:**

- Received in exchange for 1,266,236 shares of Ansoft Corporation ("Ansoft") common stock pursuant to the merger agreement by and among Ansoft, ANSYS, Inc. ("ANSYS"), Evgeni, Inc. and Sidney LLC (the "Merger"). On the effective date of the Merger, the closing market value of ANSYS common stock was \$45.88 per share and the closing market value of Ansoft common stock was \$35.71 per share.
- Received in the Merger in exchange for a stock option to acquire 100,000 shares of Ansoft common stock at \$2.56 per share.
- Received in the Merger in exchange for a stock option to acquire 400,000 shares of Ansoft common stock at \$4.51 per share.

Colleen Zak Hess, Attorney-in-Fact

08/07/2008

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY FOR  
ANSYS, INC.

SECTION 16(a) FILINGS

Known all men by these presents, that the undersigned hereby constitutes and appoints each of James E. Cashman III, Sheila DiNardo, Maria T. Shields or Colleen (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of ANSYS, Inc. (the "Company"), Forms 3, 4, and 5 or amendments thereto; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form. 3, 4, or 5 or amendments thereto; and (3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authorized actions.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper or allowable to be done in order to carry out the above-mentioned powers and authorities.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with, respect to the undersigned. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of July, 2008.

/s/ Zoltan J. Cendes  
Zoltan J. Cendes