

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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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| 1. Name and Address of Reporting Person * <u>SHIELDS MARIA T</u> (Last) (First) (Middle) 2600 ANSYS DRIVE SOUTHPOINTE (Street) CANONSBURG PA 15367 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC [ANSS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO & VP Finance and Admin.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2018</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock | 02/01/2018 | | M ⁽¹⁾ | | 6,000 | A | \$40.89 | 88,246 ⁽²⁾ | D | |
| Common Stock | 02/01/2018 | | M ⁽¹⁾ | | 19,000 | A | \$48.97 | 107,246 ⁽²⁾ | D | |
| Common Stock | 02/01/2018 | | S ⁽¹⁾ | | 5,567 | D | \$161.55 ⁽⁵⁾ | 101,679 ⁽²⁾ | D | |
| Common Stock | 02/01/2018 | | S ⁽¹⁾ | | 14,616 | D | \$162.69 ⁽⁶⁾ | 87,063 ⁽²⁾ | D | |
| Common Stock | 02/01/2018 | | S ⁽¹⁾ | | 4,817 | D | \$163.14 ⁽⁷⁾ | 82,246 ⁽²⁾ | D | |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 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 |
| Option To Purchase | \$40.89 | 02/01/2018 | | M ⁽¹⁾ | | | 6,000 | (3) | 11/16/2019 | Common Stock | 6,000 | \$0 | 0 | D | |
| Option To Purchase | \$48.97 | 02/01/2018 | | M ⁽¹⁾ | | | 19,000 | (4) | 11/15/2020 | Common Stock | 19,000 | \$0 | 12,000 | D | |

Explanation of Responses:

- Pursuant to a 10b5-1 plan currently in place.
- Includes 27,861 Restricted Stock Units, as well as 99 shares acquired under the Ansys Employee Stock Purchase Plan on January 31, 2018.
- The option grant of 31,000 shares granted on 11/16/2009 vested 25% annually in equal installments beginning on the first anniversary of the grant.
- The option grant of 31,000 shares granted on 11/15/2010 vested 25% annually in equal installments beginning on the first anniversary of the grant.
- The sales were executed in a series of transactions with a price range of \$160.99 to \$161.95, inclusive, with a weighted average price of \$161.55. 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.
- The sales were executed in a series of transactions with a price range of \$162.04 to \$162.99, inclusive, with a weighted average price of \$162.69. 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.
- The sales were executed in a series of transactions with a price range of \$163.00 to \$163.36, inclusive, with a weighted average price of \$163.14. 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.

Remarks:

Joseph E. Steitz, Attorney-in-Fact 02/05/2018

** 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.