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(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

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 ar		ANSYS INC ANSS								(Check all applicable)								
CASHMAN JAMES E III														X Directo	or		10% Ow	ner
(Last) (First) (Middle) SOUTHPOINTE 275 TECHNOLOGY DRIVE							3. Date of Earliest Transaction (Month/Day/Year) 08/02/2006								X Officer (give title below)  President and CEO			
(Street) CANONSBURG PA 15317						4. If Amendment, Date of Original Filed (Month/Day/Year)								dividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City) (State) (Zip)														1 01301				
		Tak	le I - No	n-Deriv	vativ	e Se	curities	s Ac	quired,	Dis	sposed o	f, or Be	neficial	y Owned	l			
Date					action Day/Yea	ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4		d (A) or r. 3, 4 and 5	Benefici Owned I	es Formally (D) (Following (I) (II)		m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			Instr. 4)
Common Stock 08/02/2						.006			M		5,000	A <sup>(1)</sup>	\$3.937	5 111	111,258		D	
Common Stock 08/02/2						2006					15,000	<b>A</b> <sup>(1)</sup>	\$5.12	5 126	126,258		D	
		-	Table II -								osed of, converti			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transa Code (I 8)		n of		6. Date E Expiratio (Month/D	n Dat	of Securities		ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	le V	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares					
Options to Purchase	\$3.9375	08/02/2006			M		5,000		(2)		10/08/2007	Common Stock	5,000	\$3.9375	23,184	4	D	
Options to	\$5.125	08/02/2006			M		15,000		(3)		01/28/2010	Common	15,000	\$5.125	126,32	28	D	

## **Explanation of Responses:**

- 1. This acquisition is exempt from Section 16 of the Exchange Act.
- 2. The option grant of 140,000 shares vests 25% annually in equal installments beginning on 10/08/1998, the first anniversary of the grant date.
- $3.\ The\ option\ grant\ of\ 200,000\ shares\ vests\ 25\%\ annually\ in\ equal\ installments\ beginning\ on\ 01/28/2001,\ the\ first\ anniversary\ of\ the\ grant\ date.$

Lisa M. O'Connor, Attorney-in-

Fact

\*\* Signature of Reporting Person

Date

08/04/2006

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.