FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average b | ourden | | | | | | | | |

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

| | | | | | | | | | | | inpuny Act | | | | | | | | | |
|--|---|------------|--|----------|---------|--|----------|---|---|--|---------------|-------------------------|--|--------------|--|--|----------|--|--|--|
| 1. Name and Address of Reporting Person* SMITH PETER J | | | | | | 2. Issuer Name and Ticker or Trading Symbol ANSYS INC [ANSS] | | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| SWITTE | IPEIER | <u>J</u> | | | | | | | | | | | | | X Directo | or | | 10% Ow | /ner | |
| | | | | | · | | | | | | | | | - | X Officer below) | (give title | | Other (s | pecify | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2010 | | | | | | | | | below) below) Chairman | | | | | |
| SOUTH | 111/ | 11/15/2010 | | | | | | | | | | Cilan | illiali | | | | | | | |
| 275 TEC | HNOLOG | Y DRIVE | | | | | | | | | | | | | | | | | | |
| - | | | | | - 4. I1 | f Amer | ndment, | Date | of Origina | l File | d (Month/D | ay/Year |) | 6. Ir | | Joint/Group | Filing | (Check App | plicable | |
| (Street) | | _ | | | | | | | | | | | | - 1 | , | filed by One | Renor | tina Persor | n | |
| CANON | SBURG PA | A | 15317 | | | | | | | | | | | | _ | filed by More | | J | | |
| - | | | | | - | | | | | | | | | | Perso | | , triair | One repor | ung | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Non | -Deriv | ative | Sec | urities | s Ac | quired | , Dis | sposed o | of, or I | Ben | eficial | ly Owned | t | | | | |
| 1. Title of | Security (Ins | tr. 3) | | 2. Trans | action | | | | | | | rities Acquired (A) or | | | | | | | 7. Nature | |
| Date (Month/Da | | | | | | | | | Transaction Disposed Of Code (Instr. 5) | | | l Of (D) (Instr. 3, 4 a | | . 3, 4 and | Securiti Benefici | | | | of Indirect Beneficial | |
| [` | | | | | | (N | Month/Da | onth/Day/Yea | | ar) 8) | | | | | Owned I Reporte | | | | Ownership (Instr. 4) | |
| | | | | | | | | | Code V | | Amount (A) or | | () or | Price | Transac (Instr. 3 | tion(s) | | | , | |
| | | | | | | | | | | | | | | <u> </u> | | u.i.u +, | | | | |
| | | Т | able II - I | | | | | | | | | | | | Owned | | | | | |
| | | | (| e.g., p | uts, | cans | , warr | ants | s, optio | ns, | converti | bie se | cur | ities) | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | 3A. Deeme Execution I if any (Month/Day | Date, | | Transaction Code (Instr. | | 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 Secu (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | / G | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | | | | | | Amount | | | | | | |
| | | | | | | | | | Date | | Expiration | | 1 | Number of | | | | | | |
| | | | | | Code | v | (A) | (D) | Exercisa | | Date | Title | | Shares | | | | | | |
| Option to Purchase | \$48.97 | 11/15/2010 | | | A | | 4,000 | | (1) | | 11/15/2017 | Comm Stock | | 4,000 | \$0 | 4,000 | | D | | |

Explanation of Responses:

1. Represents options issued under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the 12/31/09 annual grant election of the Chairman and non-affiliated independent directors. The grant of 4,000 stock options is made quarterly in arrears and vests 25% annually in equal installments beginning on the first anniversary of the grant date.

Colleen Zak Hess, Attorney-in-

Fact

** Signature of Reporting Person

Date

 $Reminder: Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly.$

- * 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.