| SEC Form 4 | |
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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. <i>See</i> Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Addre | 1 0 | Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC</u> [ANSS] | | ationship of Reporting Pe k all applicable) Director | erson(s) to Issuer 10% Owner |
|-------------------------------------|-----------------|---------------------|--|-----------------------|---|---------------------------------|
| (Last) SOUTHPOINT 275 TECHNOI | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2010 | _ x | Officer (give title below) VP & G | Other (specify below) |
| (Street) CANONSBUR (City) | G PA (State) | 15317 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | if any (Month/Day/Year) | Code (| | 4. Securities A Disposed Of (5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|----------------------------|--------|---|--|---------------|-------|---|-----------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Amount or | 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. Transa Code (8) | 5. Nun of Deriva Securi Acquii (A) or Dispos | tive ities red | 6. Date Exerc Expiration Da (Month/Day/N | ate | 7. Title and Amount o Securities Underlying Derivative (Instr. 3 ar | f g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--|---|------------------------------|--|----------------------|--|-----|--|--------------------|---|--|--|--|
| | | | | | | (Instr. | | | | | | | | | |
| | Restricted Stock Unit | (1) | 03/02/2010 | | A | 9,000 | | (2) | (2) | Common Stock | 9,000 | \$0.00 | 9,000 | D | |

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock, pursuant to the Issuer's Long-Term Incentive Plan.

2. Restricted stock units vest based on Issuer's total shareholder return over a three-year period, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2012.

| Colleen Zak Hess, Attorney-in- | 03/04/2010 |
|----------------------------------|------------|
| <u>Fact</u> | |
| ** 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.