

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>DINARDO SHEILA S</u>  (Last) (First) (Middle) 2600 ANSYS DRIVE SOUTHPOINTE  (Street) CANONSBURG PA 15317  (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>VP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2017</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	02/24/2017		M		7,500	A	\$67.44	29,858 <sup>(2)</sup>	D	
Common Stock	02/24/2017		M		15,000	A	\$58.67	44,858 <sup>(2)</sup>	D	
Common Stock	02/24/2017		M		10,000	A	\$48.97	54,858 <sup>(2)</sup>	D	
Common Stock	02/24/2017		M		5,000	A	\$40.89	59,858 <sup>(2)</sup>	D	
Common Stock	02/24/2017		S		37,500	D	(1)	22,358 <sup>(2)</sup>	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	\$67.44	02/24/2017		M			7,500	(3)	11/17/2022	Common Stock	7,500	\$0	0	D	
Option To Purchase	\$58.67	02/24/2017		M			15,000	(4)	11/14/2021	Common Stock	15,000	\$0	0	D	
Option To Purchase	\$48.97	02/24/2017		M			10,000	(5)	11/15/2020	Common Stock	10,000	\$0	0	D	
Option To Purchase	\$40.89	02/24/2017		M			5,000	(6)	11/16/2019	Common Stock	5,000	\$0	0	D	

Explanation of Responses:

- The trade was executed in a series of transactions with a price range of \$102.96 to \$104.50, inclusive, with a weighted average price of \$103.739523. 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.
- Includes 6,825 Restricted Stock Units.
- The option grant of 7,500 shares granted on 11/14/2012 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- The option grant of 20,000 shares granted on 11/14/2011 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- The option grant of 20,000 shares granted on 11/15/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- The option grant of 20,000 shares granted on 11/16/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.

Remarks:

Sheila S. DiNardo 02/28/2017  
 \*\* 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.

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