

<p>FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p>
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<p>1. Name and Address of Reporting Person* Cashman III, James E.</p> <p>(Last) (First) (Middle)</p> <p>Southpointe 275 Technology Drive</p> <p>(Street) Canonsburg, PA 15317</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>ANSYS, Inc. [ANSS]</p>	<p>4. Statement for Month/Day/Year</p> <p>12/30/2002</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description President & Chief Executive Officer</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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/D	Price			
Common Stock	12/27/2002		M		2,000	A	\$6.00	6,593	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(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)	
				Code	V	A	D	DE	ED						Title
Options to Purchase	\$7.875							(1)	10/8/07	Common Stk	70,000	\$	70,000	D	
Options to Purchase	\$9.625							(2)	06/02/08	Common Stk	20,000	\$	20,000	D	
Options to Purchase	\$6.00	12/27/2002		M		2,000		(3)	10/14/08	Common Stk	28,000	\$	28,000	D	
Options to Purchase	\$6.875							(4)	03/31/09	Common Stk	100,000	\$	100,000	D	
Options to Purchase	\$10.25							(5)	01/28/10	Common Stk	100,000	\$	100,000	D	
Options to Purchase	\$11.4375							(6)	02/02/11	Common Stk	100,000	\$	100,000	D	
Options to Purchase	\$22.50							(7)	02/06/12	Common Stk	80,000	\$	80,000	D	
	\$											\$			
	\$							Totals			498,000	\$	498,000		

Explanation of Responses:

- (1) The option grant of 70,000 shares vests in four equal installments beginning on 10/08/1998
- (2) The option grant of 20,000 shares vests in four equal installments beginning on 06/02/1999
- (3) The option grant of 30,000 shares vests in four equal installments beginning on 10/14/1999
- (4) The option grant of 100,000 shares vests in four equal installments beginning on 03/31/2000

- (5) The option grant of 100,000 shares vests in four equal installments beginning on 01/28/2001
- (6) The option grant of 100,000 shares vests in four equal installments beginning on 02/02/2002
- (7) The option grant of 80,000 shares vests in four equal installments beginning on 02/06/2003

By:

/s/

** Signature of Reporting Person

Date

SEC 1474 (9-02)

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.