Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF (	CHANGES IN BENEFICIA	L OWNERSHIP

l	OMB APPRO	DVAL						
l	OMB Number:	3235-0287						
l	Estimated average burden							
1	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

Name and Address of Reporting Person*     SMITH JOHN F						2. Issuer Name and Ticker or Trading Symbol ANSYS INC [ ANSS ]								telationship eck all appli X Directo	cable) or	ig Pers	10% Ow	ner
(Last) SOUTH	,	ŕ	(Middle)		12	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2009								below)			Other (s below)	
(Street) CANON (City)	SBURG PA		15317 (Zip)		_   4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	e) X Form f Form f	ividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
(- 3)	(-			n-Deri	vativ	e Se	curit	ties Ac	auired.	Dis	sposed o	of. or Be	neficial	y Owned	<u> </u>			
1. Title of Security (Instr. 3)		2. Trans	saction 2 /Day/Year) it		2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Transaction Code (Instr.		4. Securiti	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4		5. Amou Securitie Benefici	int of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)			(111501.4)
Common Stock 12/02				2/2009	2009			S	S	25,000	) A	\$7.1025	.5 54	54,832		D		
Common	Stock			12/0	2/2009	9			S		25,000	) D	(1)	29	,832		D	
			Table II -								osed of,			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date, Transac Code (In					6. Date Exercisable and Expiration Date (Month/Day/Year)		e	7. Title an of Securit Underlying Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares					
Option To	\$7.1025	12/02/2009			M			25,000	(2)		05/15/2013	Common	25,000	\$0.0	11,00	0	D	

## **Explanation of Responses:**

- 1. The trade was executed in a series of transactions with a price range of \$40.105 to \$40.21 inclusive, with a weighted average price of \$40.173095. 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
- 2. The option grant of 48,000 shares granted on 05/15/2003 vests 25% annually in equal installments beginning on the first anniversary of the grant

Sheila DiNardo, Attorney-in-12/03/2009

**Fact** 

\*\* 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.