FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB AP | PROVAL |
|-------------|----------|
| OMB Number: | 3235-028 |

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

| OMBAITM | 7V/\L | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | |
| Estimated average burden | | | | | | | |
| hours per response: | 0.5 | | | | | | |

| 1. Name and Address of Reporting Person* $ \underline{McDermott\ William\ R} $ | | | | | | 2. Issuer Name and Ticker or Trading Symbol ANSYS INC [ANSS] | | | | | | | | | | all app | olicable) ctor | ng Pers | erson(s) to Issuer 10% Owner | | |
|--|---|--|-----------------|----------------------------|------------|--|---|--------------------------------------|--|--|---------------------|---|-----------------|--------|---|------------------------------------|---|---|--|--|--|
| | SOUTHPOINTE | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2009 | | | | | | | | | | Officer (give title below) | | Other (specify below) | | |
| 275 TECHNOLOGY DRIVE | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) | SBURG PA | 1 | 15317 | | | | | | | | | | | | X | | n filed by One n filed by Mor on | • | • | | |
| (City) | (St | ate) (| Zip) | | | | | | | | | | | | | | | | | | |
| | | Tabl | e I - Nor | -Deriv | ative | Se | curitie | s Acc | quired, | Disp | posed o | f, or | Bene | eficia | ally (| Owne | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transc Date (Month/L | | | | Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction Disposed Code (Instr. 5) | | ities Acquired (A d Of (D) (Instr. 3, | | | 4 and S | | 5. Amount of Securities Beneficially Owned Following Reported | | 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 | | Transaction(s) (Instr. 3 and 4) | | | | () | |
| Common Stock ⁽¹⁾ | | | | 11/1 | 11/16/2009 | | | | A | | 1,400 |) | A \$0 | | 14,420(2) | | ,420 ⁽²⁾ | | D | | |
| | | Та | ble II - D) | | | | | | | | sed of, onvertib | | | | y Ov | vned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | | Date, Transact Code (In | | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | vnership orm: rect (D) Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | or Nun of | ber | | | | | | | |

Explanation of Responses:

1. Represents Deferred Stock Units ("DSUs") issued under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the 12/31/08 annual grant election of the Chairman and non-affiliated independent directors. Each DSU is settled solely for one share of Common Stock upon termination of services as a Director. The grant of 1,400 DSUs is made quarterly in arrears and is fully vested at grant date.

2. Includes 14,420 Deferred Stock Units.

Colleen Zak Hess, Attorney-in-11/17/2009 **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.