

ANSYS INC
Form 4
March 07, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CASHMAN JAMES E III

(Last) (First) (Middle)

2600 ANSYS
DRIVE, SOUTHPOINTE

(Street)

CANONSBURG, PA 15367

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANSYS INC [ANSS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price (A) or (D)			
Common Stock <u>(1)</u>	03/05/2017		F	2,305 <u>(1)</u> D \$ 106.3	346,656 <u>(5)</u>	D	
Common Stock <u>(2)</u>	03/05/2017		F	3,112 <u>(2)</u> D \$ 106.3	343,544 <u>(6)</u>	D	
Common Stock <u>(3)</u>	03/05/2017		F	4,033 <u>(3)</u> D \$ 106.3	339,511 <u>(7)</u>	D	
Common Stock <u>(4)</u>	03/05/2017		A	16,933 A \$ 0	356,444 <u>(8)</u>	D	
Common Stock					64,500	I	Reflects shares held in a family

limited partnership.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for CASHMAN JAMES E III.

Signatures

Signature: Sheila S. DiNardo, Attorney-in-Fact. Date: 03/07/2017.

Explanation of Responses:

- * 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).
(1) These shares were retained by the Company in order to meet the tax withholding obligations...
(2) These shares were retained by the Company in order to meet the tax withholding obligations...

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- (3) These shares were retained by the Company in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of restricted stock units granted to the Reporting Person on March 5, 2016.

Represents restricted stock units ("Restricted Stock Units") issued under the Issuer's Fifth Amended and Restated 1996 Stock Option and

- (4) Grant Plan. 7,525 restricted stock units will vest on February 28, 2018 and the remaining 9,408 restricted stock units vest on April 30, 2019. Each RSU is settled solely for one share of Common Stock.

(5) Includes 60,250 Restricted Stock Units.

(6) Includes 53,500 Restricted Stock Units.

(7) Includes 44,750 Restricted Stock Units.

(8) Includes 61,683 Restricted Stock Units.

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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