

ANSYS INC  
Form 4  
October 19, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
10/17/2016

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)  
CEO

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  | (A) or (D)   | Price   |
| Common Stock <sup>(1)</sup>     | 10/17/2016                           |  | M <sup>(1)</sup>               |   | 15,000 <sup>(1)</sup>   | A  | \$ 38.75  |
| Common Stock <sup>(1)</sup>     | 10/17/2016                           |  | M <sup>(1)</sup>               |   | 20,000 <sup>(1)</sup>   | A  | \$ 28.4   |
| Common Stock <sup>(1)</sup>     | 10/17/2016                           |  | S <sup>(1)</sup>               |   | 35,000 <sup>(1)</sup>   | D  | <u>2</u> 350,867 <sup>(3)</sup>                       |

Common Stock

64,500 I

Reflects shares held in a family limited partnership.

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option To Purchase <u>(1)</u>              | \$ 38.75   | 10/17/2016                           |  | M <u>(1)</u>                   | 15,000<br><u>(1)</u>  | <u>(4)</u> 11/15/2017                                    | Common Stock  | 15,000                        |
| Option To Purchase <u>(1)</u>              | \$ 28.4  | 10/17/2016                           |  | M <u>(1)</u>                   | 20,000<br><u>(1)</u>  | <u>(5)</u> 11/14/2018                                    | Common Stock  | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CASHMAN JAMES E III<br>2600 ANSYS DRIVE<br>SOUTHPOINTE<br>CANONSBURG, PA 15367 |               |           | CEO     |       |

## Signatures

Sheila S. DiNardo,  
Attorney-in-Fact  
  
Date: 10/19/2016

\_\_Signature of Reporting Person

Date

## 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) Pursuant to a 10b5-1 plan currently in place.

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- The trade was executed in a series of transactions with a price range of \$90.52 to \$91.52, inclusive, with a weighted average price of \$90.910367. 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) Includes 65,250 Restricted Stock Units.
  - (4) The option grant of 110,000 shares granted on 11/15/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
  - (5) The option grant of 100,000 shares granted on 11/14/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.

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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