

ANSYS INC
Form 4
March 04, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORLEY BRADFORD C

(Last) (First) (Middle)

**2600 ANSYS
DRIVE, SOUTHPOINTE**

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015

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)
X 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 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 ⁽¹⁾	03/02/2015		A		1,400	A \$ 0	10,600 ⁽²⁾ D
Common Stock	03/02/2015		M		4,000	A \$ 36.68	14,600 ⁽²⁾ D
Common Stock	03/02/2015		M		4,000	A \$ 26.95	18,600 ⁽²⁾ D
Common Stock	03/02/2015		M		4,000	A \$ 19.21	22,600 ⁽²⁾ D
Common Stock	03/02/2015		M		4,000	A \$ 28.4	26,600 ⁽²⁾ D

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Common Stock	03/02/2015	M	4,000	A	\$ 46.68	30,600 ⁽²⁾	D
Common Stock	03/02/2015	M	4,500	A	\$ 23.91	35,100 ⁽²⁾	D
Common Stock	03/02/2015	S	24,500	D	⁽³⁾	10,600 ⁽²⁾	D

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

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(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. De
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Se (In
Option To Purchase	\$ 36.68	03/02/2015		M	4,000	<u>(4)</u>	08/14/2016	Common Stock	4,000	
Option to Purchase	\$ 26.95	03/02/2015		M	4,000	<u>(5)</u>	05/15/2016	Common Stock	4,000	
Option To Purchase	\$ 19.21	03/02/2015		M	4,000	<u>(6)</u>	03/02/2016	Common Stock	4,000	
Option To Purchase	\$ 28.4	03/02/2015		M	4,000	<u>(7)</u>	11/14/2015	Common Stock	4,000	
Option To Purchase	\$ 46.68	03/02/2015		M	4,000	<u>(8)</u>	08/15/2015	Common Stock	4,000	
Option To Purchase	\$ 23.91	03/02/2015		M	4,500	<u>(9)</u>	06/30/2016	Common Stock	4,500	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MORLEY BRADFORD C 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317	

Signatures

Colleen Zak Hess,
Attorney-in Fact

03/04/2015

__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) Represents Deferred Stock Units ("DSUs") issued under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the 12/31/13 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 5,600 Deferred Stock Units
- (3) The trade was executed in a series of transactions with a price range of \$85.74 to \$86.09, inclusive, with a weighted average price of \$85.797785. 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.
- (4) The option grant of 4,000 shares granted on 08/14/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (5) The option grant of 4,000 shares granted on 05/15/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (6) The option grant of 4,000 shares granted on 03/02/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (7) The option grant of 4,000 shares granted on 11/14/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (8) The option grant of 4,000 shares granted on 08/15/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (9) The option grant of 6,000 shares granted on 06/30/2006 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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