

SHIELDS MARIA T

Form 4

February 20, 2019

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 *
SHIELDS MARIA T

(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)
02/15/2019

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)
CFO & VP Finance and Admin.

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 (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)
Common Stock	02/15/2019		M	(A) or (D) Amount 5,738 (1)	\$ 0	99,109 (5)	D
Common Stock	02/15/2019		M	(A) or (D) Amount 4,099 (2)	\$ 0	103,208 (5)	D
Common Stock	02/15/2019		M	(A) or (D) Amount 3,466 (3)	\$ 0	106,674 (5)	D
Common Stock	02/15/2019		F	(A) or (D) Amount 4,949 (4)	\$ 174.49	101,725 (5)	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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	02/15/2019		M		5,738		(6)	(6)	Common Stock	5,738
Performance Restricted Stock Unit	\$ 0	02/15/2019		M		4,099		(7)	(7)	Common Stock	4,099
Performance Restricted Stock Unit	\$ 0	02/15/2019		M		3,466		(8)	(8)	Common Stock	3,466

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS MARIA T 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15367			CFO & VP Finance and Admin.	

Signatures

Janet Lee,
Attorney-in-Fact 02/20/2019

__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).

Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Shares earned upon vesting and settlement of
(1) Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 140% of target for each year of cumulative three-year award period.

Awarded under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Shares earned upon vesting and settlement of
(2) of Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 0%, 150% and 150% of target for each year of cumulative three-year award period.

Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Shares earned upon vesting and settlement of
(3) 50% of the earned Performance Restricted Stock Units for the annual period ending December 31, 2018, upon certification of performance results by the Compensation Committee of 200% of target for the annual period ended December 31, 2018. The remaining 50% of the earned Performance Restricted Stock Units for such annual period ending December 31, 2018 shall vest, if at all, on December 31, 2019, and upon certification of performance results by the Compensation Committee.

(4) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnotes 1 through 3 above.

(5) Includes 27,271 Restricted Stock Units, as well as 155 shares acquired under the ANSYS Employee Stock Purchase Plan.

Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Performance Restricted Stock Units awarded March 5,
(6) 2016 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 1 for additional information.

Awarded under Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Performance Restricted Stock Units awarded
(7) March 5, 2016 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 2 for additional information.

Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded
(8) March 5, 2017 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 3 for additional information.

(9) Under the terms of the award, shares earned upon the vesting and settlement of the earned Performance Restricted Stock Units may be in excess of the amount reported on March 5, 2017, depending on the target levels achieved. See footnote 3 for additional information.

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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