

SMITH JOHN F
Form 4
May 19, 2011

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 *
SMITH JOHN F

(Last) (First) (Middle)
SOUTHPOINTE, 275
TECHNOLOGY DRIVE
(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)
05/17/2011

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)
Former Director

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/17/2011		M		4,500 A \$ 27.405	9,563 ⁽¹⁾	D
Common Stock	05/17/2011		S		4,500 D (2)	5,063 ⁽¹⁾	D
Common Stock	05/17/2011		M		4,500 A \$ 29.97	9,563 ⁽¹⁾	D
Common Stock	05/17/2011		S		4,500 D (3)	5,063 ⁽¹⁾	D
Common Stock	05/17/2011		M		4,500 A \$ 38.56	9,563 ⁽¹⁾	D

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Common Stock	05/17/2011	S	4,500	D	(4)	5,063 (1)	D
Common Stock	05/17/2011	M	4,500	A	\$ 38.75	9,563 (1)	D
Common Stock	05/17/2011	S	4,500	D	(5)	5,063 (1)	D
Common Stock	05/17/2011	M	6,000	A	\$ 23.91	11,063 (1)	D
Common Stock	05/17/2011	S	6,000	D	(6)	5,063 (1)	D
Common Stock	05/17/2011	M	6,000	A	\$ 25.625	11,063 (1)	D
Common Stock	05/17/2011	S	6,000	D	(7)	5,063 (1)	D
Common Stock	05/17/2011	M	6,000	A	\$ 27.055	11,063 (1)	D
Common Stock	05/17/2011	S	6,000	D	(8)	5,063 (1)	D
Common Stock	05/17/2011	M	1,000	A	\$ 26.95	6,063 (1)	D
Common Stock	05/17/2011	S	1,000	D	(9)	5,063 (1)	D
Common Stock	05/17/2011	M	1,000	A	\$ 36.68	6,063 (1)	D
Common Stock	05/17/2011	S	1,000	D	(10)	5,063 (1)	D
Common Stock	05/17/2011	M	1,000	A	\$ 40.89	6,063 (1)	D
Common Stock	05/17/2011	S	1,000	D	(11)	5,063 (1)	D
Common Stock	05/17/2011	M	1,000	A	\$ 44.62	6,063 (1)	D
Common Stock	05/17/2011	S	1,000	D	(12)	5,063 (1)	D
Common Stock	05/17/2011	M	21,000	A	\$ 9.4703	26,063 (1)	D
Common Stock	05/17/2011	S	21,000	D	(13)	5,063 (1)	D
Common Stock	05/17/2011	M	24,000	A	\$ 16.285	29,063 (1)	D
	05/17/2011	S	24,000	D	(14)	5,063 (1)	D

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Common
Stock

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 27.405	05/17/2011		M	(A) 4,500	<u>(15)</u> 05/15/2014	Common Stock	4,500	
Option to Purchase	\$ 29.97	05/17/2011		M	(A) 4,500	<u>(16)</u> 08/15/2014	Common Stock	4,500	
Option to Purchase	\$ 38.56	05/17/2011		M	(A) 4,500	<u>(17)</u> 02/27/2015	Common Stock	4,500	
Option to Purchase	\$ 38.75	05/17/2011		M	(A) 4,500	<u>(18)</u> 11/15/2014	Common Stock	4,500	
Option to Purchase	\$ 23.91	05/17/2011		M	(A) 6,000	<u>(19)</u> 06/30/2016	Common Stock	6,000	
Option to Purchase	\$ 25.625	05/17/2011		M	(A) 6,000	<u>(20)</u> 11/15/2013	Common Stock	6,000	
Option to Purchase	\$ 27.055	05/17/2011		M	(A) 6,000	<u>(21)</u> 02/26/2014	Common Stock	6,000	
Option to Purchase	\$ 26.95	05/17/2011		M	(A) 1,000	<u>(22)</u> 05/15/2016	Common Stock	1,000	
Option to Purchase	\$ 36.68	05/17/2011		M	(A) 1,000	<u>(23)</u> 08/14/2016	Common Stock	1,000	
Option to Purchase	\$ 40.89	05/17/2011		M	(A) 1,000	<u>(24)</u> 11/16/2016	Common Stock	1,000	
Option to Purchase	\$ 44.62	05/17/2011		M	(A) 1,000	<u>(25)</u> 03/02/2017	Common Stock	1,000	

Option to Purchase	\$ 9.4703	05/17/2011	M	21,000	<u>(26)</u>	05/13/2014	Common Stock	21,000
Option to Purchase	\$ 16.285	05/17/2011	M	24,000	<u>(27)</u>	05/17/2015	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JOHN F SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317				Former Director

Signatures

Annette Arribas,
Attorney-in-Fact

05/19/2011

**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) Includes 2,031 Deferred Stock Units.

(2) The trade was executed in a series of transactions with a price range of \$55.0525 to \$55.36, inclusive, with a weighted average price of \$55.120906. 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.

(3) The trade was executed in a series of transactions with a price range of \$55.02250 to \$55.07, inclusive, with a weighted average price of \$55.060278. 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 trade was executed in a series of transactions with a price range of \$55.10 to \$55.11, inclusive, with a weighted average price of \$55.107476. 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.

(5) The trade was executed in a series of transactions with a price range of \$55.09 to \$55.10, inclusive, with a weighted average price of \$55.090311. 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.

(6) The trade was executed in a series of transactions with a price range of \$55.0575 to \$55.08, inclusive, with a weighted average price of \$55.073042. 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.

(7) The trade was executed in a series of transactions with a price range of \$55.02 to \$55.06750, inclusive, with a weighted average price of \$55.030262. 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.

(8) The trade was executed in a series of transactions with a price range of \$55.00 to \$55.0425, inclusive, with a weighted average price of \$55.000708. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the

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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.

- (9) The trade was executed in a series of transactions with a price range of \$55.00250 to \$55.01250, inclusive, with a weighted average price of \$55.004. 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.
- (10) The trade was executed in a series of transactions with a price range of \$55.065 to \$55.08750, inclusive, with a weighted average price of \$55.074750. 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.
- (11) The trade was executed in a series of transactions with a price range of \$55.0075 to \$55.01, inclusive, with a weighted average price of \$55.009250. 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.
- (12) The trade was executed in a series of transactions with a price range of \$55.015 to \$55.0375, inclusive, with a weighted average price of \$55.029. 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.
- (13) The trade was executed in a series of transactions with a price range of \$55.1175 to \$55.30, inclusive, with a weighted average price of \$55.165. 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.
- (14) The trade was executed in a series of transactions with a price range of \$55.31 to \$55.3575, inclusive, with a weighted average price of \$55.329469. 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.
- (15) The option grant of 6,000 shares granted on 05/15/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (16) The option grant of 6,000 shares granted on 08/15/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (17) The option grant of 6,000 shares granted on 02/27/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (18) The option grant of 6,000 shares granted on 11/15/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (19) 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.
- (20) The option grant of 6,000 shares granted on 11/15/2006 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (21) The option grant of 6,000 shares granted on 02/26/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (22) 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.
- (23) 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.
- (24) The option grant of 4,000 shares granted on 11/16/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (25) 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.
- (26) The option grant of 48,000 shares granted on 05/13/2004 vests 25% annually in equal installments beginning on the first anniversary of the grant.

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- (27) The option grant of 24,000 shares granted on 05/17/2005 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.