

SHIELDS MARIA T  
Form 4  
February 05, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
SHIELDS MARIA T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2600 ANSYS  
DRIVE, SOUTHPOINTE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CFO & VP Finance and Admin.

CANONSBURG, PA 15367

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

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

(City) (State) (Zip)

**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	02/01/2018		M <sup>(1)</sup>		6,000	A	\$ 40.89
					88,246		<sup>(2)</sup>
Common Stock	02/01/2018		M <sup>(1)</sup>		19,000	A	\$ 48.97
					107,246		<sup>(2)</sup>
Common Stock	02/01/2018		S <sup>(1)</sup>		5,567	D	\$ 161.55
					101,679		<sup>(2)</sup>
Common Stock	02/01/2018		S <sup>(1)</sup>		14,616	D	\$ 162.69
					87,063		<sup>(2)</sup>
	02/01/2018		S <sup>(1)</sup>		4,817	D	\$ 82,246
					82,246		<sup>(2)</sup>

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Common Stock \$ 163.14  
(7)

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)	Amount or Number of Shares
Option To Purchase	\$ 40.89	02/01/2018		M <sup>(1)</sup>	6,000	<sup>(3)</sup> 11/16/2019	Common Stock	6,000
Option To Purchase	\$ 48.97	02/01/2018		M <sup>(1)</sup>	19,000	<sup>(4)</sup> 11/15/2020	Common Stock	19,000

## 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

Joseph E. Steitz,  
Attorney-in-Fact 02/05/2018

          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.

(2) Includes 27,861 Restricted Stock Units, as well as 99 shares acquired under the Ansys Employee Stock Purchase Plan on January 31, 2018.

(3) The option grant of 31,000 shares granted on 11/16/2009 vested 25% annually in equal installments beginning on the first anniversary of the grant.

(4) The option grant of 31,000 shares granted on 11/15/2010 vested 25% annually in equal installments beginning on the first anniversary of the grant.

(5) The sales were executed in a series of transactions with a price range of \$160.99 to \$161.95, inclusive, with a weighted average price of \$161.55. 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 sales were executed in a series of transactions with a price range of \$162.04 to \$162.99, inclusive, with a weighted average price of \$162.69. 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 sales were executed in a series of transactions with a price range of \$163.00 to \$163.36, inclusive, with a weighted average price of \$163.14. 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.

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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