

CASHMAN JAMES E III
 Form 4
 February 20, 2019

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 *
 CASHMAN JAMES E III

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

2600 ANSYS DRIVE, SOUTHPOINTE

(Street)

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

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

CANONSBURG, PA 15317

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/15/2019		M	24,499 (1) A	\$ 0 381,078 (4)	D	
Common Stock	02/15/2019		M	17,498 (2) A	\$ 0 398,576 (4)	D	
Common Stock	02/15/2019		F	15,698 (3) D	\$ 174.49 382,878 (4)	D	

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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	02/15/2019		M	24,499	<u>(5)</u>	<u>(5)</u>	Common Stock	24,499
Performance Restricted Stock Unit	\$ 0	02/15/2019		M	17,498	<u>(6)</u>	<u>(6)</u>	Common Stock	17,498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASHMAN JAMES E III 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317				

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.

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(2) Awarded under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Shares earned upon vesting and settlement 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.

(3) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnotes 1 and 2 above.

(4) Includes 33,658 Restricted Stock Units, as well as 37 shares acquired under the ANSYS Employee Stock Purchase Plan.

(5) Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Performance Restricted Stock Units awarded 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 1 for additional information.

(6) Awarded under Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Performance Restricted Stock Units awarded 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.

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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