

ANSYS INC
Form 4
June 11, 2014

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

(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)
06/09/2014

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/09/2014		M		5,924	A	\$ 16.875
Common Stock	06/10/2014		M		75,000	A	\$ 16.875
Common Stock	06/10/2014		S		75,000	D	\$ 318,011
Common Stock							50,000

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)	8. Amount or Number of Shares
Option To Purchase	\$ 16.875	06/09/2014		M	5,924	<u>(4)</u> 02/10/2015	Common Stock	5,924
Option To Purchase	\$ 16.875	06/10/2014		M	75,000	<u>(5)</u> 02/10/2015	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASHMAN JAMES E III SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317			President and CEO	

Signatures

Sheila S. DiNardo,
Attorney-in-Fact

06/11/2014

__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) The "Amount of Securities Beneficially Owned Following Reported Transaction(s)" has been adjusted to reflect the transfer of 50,000 shares of ANSYS, Inc. Common Stock previously gifted from the account of the James E. Cashman III Revocable Trust, of which the reporting person is the trustee, and beneficiary, to the account of TAZ Ventures, L.P., a family limited partnership of which the James E. Cashman III Revocable Trust is the General Partner.

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- (2) Includes 20,000 Restricted Stock Units.

The trade was executed in a series of transactions with a price range of \$75.63 to \$75.97, inclusive, with a weighted average price of \$75.815874. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the

- (3) 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 200,000 shares granted on 02/10/2005 vests 25% annually in equal installments beginning on the fifth anniversary of the grant.
- (5) The option grant of 200,000 shares granted on 02/10/2005 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.

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