

ANSYS INC
Form 4
August 14, 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 *
FAIRBANKS JOSEPH C JR

(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)
08/12/2014

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)
VP, Global Sales & Support

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 or Price (A) or (D) | | |
| Common Stock | 08/12/2014 | | M | | 31,000 A \$ 40.89 | 63,087 ⁽⁵⁾ | D |
| Common Stock | 08/12/2014 | | M | | 23,250 A \$ 48.97 | 86,337 ⁽⁵⁾ | D |
| Common Stock | 08/12/2014 | | M | | 5,769 A \$ 58.67 | 92,106 ⁽⁵⁾ | D |
| Common Stock | 08/12/2014 | | S | | 60,019 D <u>(2)</u> | 32,087 ⁽⁵⁾ | D |
| Common Stock | 08/13/2014 | | M | | 4,500 A \$ 67.44 | 36,587 ⁽⁵⁾ | D |

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| | | | | | | | | |
|-----------------------------|------------|--|-----|--------|---|----------------|-----------------------|---|
| Common Stock | 08/13/2014 | | M | 9,731 | A | \$ 58.67 | 46,318 ⁽⁵⁾ | D |
| Common Stock | 08/13/2014 | | S | 14,231 | D | ⁽³⁾ | 32,087 ⁽⁵⁾ | D |
| Common Stock ⁽¹⁾ | 07/11/2014 | | D V | 6,100 | D | ⁽⁴⁾ | 25,987 | 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 |
| Option To Purchase | \$ 40.89 | 08/12/2014 | | M | 31,000 | ⁽⁶⁾ | 11/16/2019 | Common Stock | 31,000 |
| Option To Purchase | \$ 48.97 | 08/12/2014 | | M | 23,250 | ⁽⁷⁾ | 11/15/2020 | Common Stock | 23,250 |
| Option To Purchase | \$ 58.67 | 08/12/2014 | | M | 5,769 | ⁽⁸⁾ | 11/14/2021 | Common Stock | 5,769 |
| Option To Purchase | \$ 58.67 | 08/13/2014 | | M | 9,731 | ⁽⁸⁾ | 01/14/2021 | Common Stock | 9,731 |
| Option To Purchase | \$ 67.44 | 08/13/2014 | | M | 4,500 | ⁽⁹⁾ | 11/14/2022 | Common Stock | 4,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

FAIRBANKS JOSEPH C JR
SOUTHPOINTE
275 TECHNOLOGY DRIVE
CANONSBURG, PA 15317

VP, Global Sales & Support

Signatures

Sheila S. DiNardo,
Attorney-in-Fact

08/14/2014

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock, pursuant to the Issuer's Long-Term Incentive Plan.

The trade was executed in a series of transactions with a price range of \$79.00 to \$79.36, inclusive, with a weighted average price of \$79.162301. 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.
- (2) The trade was executed in a series of transactions with a price range of \$79.34 to \$79.89, inclusive, with a weighted average price of \$79.533871. 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) Disposition of Restricted Stock units due to cancelation upon termination of filer.
- (4) Includes 6,100 Restricted Stock Units.
- (5) The option grant of 31,000 shares granted on 11/16/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (6) The option grant of 31,000 shares granted on 11/15/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (7) The option grant of 31,000 shares granted on 11/14/2011 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (8) The option grant of 18,000 shares granted on 11/14/2012 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (9)

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.