

ZACK MATTHEW C.
Form 4
February 20, 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 *
ZACK MATTHEW C.

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 DR.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
VP, Marketing & Corp Devel.

CANONSBURG, PA 15317

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)
Common Stock	02/15/2018		M	(A) or (D) 1,822 (1) A \$ 0	8,659 (3)	D	
Common Stock	02/15/2018		F	547 (2) D \$ 162.41	8,112 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Performance Restricted Stock Unit	\$ 0	02/15/2018		M	1,822	(4) (4)	Common Stock	1,822

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZACK MATTHEW C. 2600 ANSYS DR. CANONSBURG, PA 15317			VP, Marketing & Corp Devel.	

Signatures

Janet Lee,
Attorney-in-Fact 02/20/2018

__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).

Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Shares earned upon vesting and settlement of 50% of the earned Performance Restricted Stock Units for the annual period ending December 31, 2017, upon certification of

(1) performance results by the Compensation Committee of 200% of target for the annual period ended December 31, 2017. The remaining 50% of the earned Performance Restricted Stock Units for such annual period ending December 31, 2017 shall vest, if at all, on December 31, 2019, and upon certification of performance results by the Compensation Committee.

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

(3) Includes 6,837 Restricted Stock Units.

Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded

(4) March 5, 2017 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.

(5)

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Under terms of award, assuming certain target levels are achieved, an additional 5,926 Performance Restricted Stock Units may be earned upon certification of performance results for the remaining award periods. See footnote 1 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. 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.