

ANSYS INC

Form 4

November 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLUMENTHAL DANIEL H

(Last) (First) (Middle)

275 TECHNOLOGY
DRIVE, SOUTHPOINTE

(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)
11/09/2006

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)

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)
Common Stock	11/09/2006		S	20,842 D <u>(1)</u>	3,604,297	I <u>(2)</u>	See footnote <u>(2)</u>
Common Stock	11/10/2006		S	25,000 D <u>(3)</u>	3,579,297	I <u>(4)</u>	See footnote <u>(4)</u>

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

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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BLUMENTHAL DANIEL H 275 TECHNOLOGY DRIVE SOUTHPOINTE CANONSBURG, PA 15317	X

Signatures

Lisa M. O'Connor,
Attorney-in-Fact 11/13/2006

__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 trade was executed in a series of transactions with a price range of \$49.50 to \$49.91, with a weighted average price of \$49.63.

The reporting person is a Managing Partner of Willis Stein & Partners Management II, LLC and Willis Stein & Partners Management III, LLC, each of which may have indirect pecuniary interests in securities held by certain affiliated funds that they indirectly manage. The affiliated funds hold an aggregate of 3,604,297 shares of Common Stock of the issuer. The reporting person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest he holds therein.

(3) The trade was executed in a series of transactions with a price range of \$49.25 to \$49.62, with a weighted average price of \$49.36.

The reporting person is a Managing Partner of Willis Stein & Partners Management II, LLC and Willis Stein & Partners Management III, LLC, each of which may have indirect pecuniary interests in securities held by certain affiliated funds that they indirectly manage. The affiliated funds hold an aggregate of 3,579,297 shares of Common Stock of the issuer. The reporting person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest he holds therein.

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.