

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

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