

SMITH PETER J
Form 4/A
March 31, 2005

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 *
SMITH PETER J

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)
SOUTHPOINTE, 275
TECHNOLOGY DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

CANONSBURG, PA 15317

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/10/2005

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	03/08/2005		M		3,556	A (1)	\$ 1.2	39,448	D
Common Stock	03/08/2005		S		3,556	D (1)	<u>(2)</u>	35,892	D
Common Stock	03/08/2005		M		3,500	A (1)	\$ 1.2	39,392	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 (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
Options to Purchase	\$ 1.2	03/08/2005		M	3,556	(3) 02/28/2006	common stock	3,556
Options to Purchase	\$ 1.2	03/08/2005		M	3,550	(3) 02/28/2006	common stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH PETER J SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317	X		Chairman	

Signatures

Lisa M. O'Connor,
attorney-in-fact

03/31/2005

__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) Pursuant to 10b5-1 plan currently in place
- (2) The trade was executed in a series of transactions with a price range of \$35.13 to \$35.67, with an average weighted price of \$35.36
- (3) The option grant of 271,720 shares vests in four equal installments beginning on 2/29/97.

Remarks:

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This ammended Form 4 is to correct the original filing dated 3/10/05: footnote regarding total option shares granted from 105,

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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