

HEINEN ROGER J JR
Form 4
August 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
HEINEN ROGER J 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)
08/24/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/24/2005 | | M | | 5,790 | A | \$ 3.2375 |
| Common Stock | 08/24/2005 | | M | | 7,016 | A | \$ 5.3438 |
| Common Stock | 08/24/2005 | | M | | 12,000 | A | \$ 14.205 |
| Common Stock | 08/24/2005 | | S | | 24,806 | D | 0 |
| Common Stock | 08/24/2005 | | M | | 6,000 | A | \$ 7.042 |

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Common Stock 08/24/2005 M 6,000 A \$ 18.9405 12,000 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 |
| Options to Purchase | \$ 3.2375 | 08/24/2005 | | M | 5,790 | <u>(2)</u> 05/14/2007 | Common Stock | 5,790 | |
| Options to Purchase | \$ 5.3438 | 08/24/2005 | | M | 7,016 | <u>(3)</u> 05/13/2008 | Common Stock | 7,016 | |
| Options to Purchase | \$ 7.042 | 08/24/2005 | | M | 6,000 | <u>(4)</u> 05/09/2011 | Common Stock | 6,000 | |
| Options to Purchase | \$ 14.205 | 08/24/2005 | | M | 12,000 | <u>(5)</u> 05/15/2013 | Common Stock | 12,000 | |
| Options to Purchase | \$ 18.9405 | 08/24/2005 | | M | 6,000 | <u>(6)</u> 05/13/2014 | Common Stock | 6,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINEN ROGER J JR SOUTHPOINTE 275 TECHNOLOGY DRIVE | X | | | |

CANONSBURG, PA 15317

Signatures

Lisa M. O'Connor,
Attorney-in-Fact

08/26/2005

__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) The trade was executed in a series of transactions with a price range of \$37.30 to \$37.78, with a weighted average price of \$37.6455.
- (2) The option grant of 23,166 shares vests 25% on the first anniversary and continues to vest 25% each year thereafter until 05/14/2001.
- (3) The option grant of 14,034 shares vests 25% on the first anniversary and continues to vest 25% each year thereafter until 05/13/2002.
- (4) The option grant of 24,000 shares vests 25% on the first anniversary and continues to vest 25% each year thereafter until 05/09/2005.
- (5) The option grant of 24,000 shares vests 25% on the first anniversary and continues to vest 25% each year thereafter until 05/15/2007.
- (6) The option grant of 24,000 shares vests 25% on the first anniversary and continues to vest 25% each year thereafter until 05/13/2008.

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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