

SMITH PETER J
Form 4
November 28, 2012

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)
11/26/2012

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

CANONSBURG, PA 15317

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/26/2012 | | M | | 4,531 A \$ 10.86 | 108,115 (2) | D |
| Common Stock | 11/26/2012 | | M | | 6,000 A \$ 16.285 | 114,115 (2) | D |
| Common Stock | 11/26/2012 | | M | | 3 A \$ 19.21 | 14,118 (2) | D |
| Common Stock | 11/26/2012 | | M | | 3,088 A \$ 25.625 | 117,206 (2) | D |
| Common Stock | 11/26/2012 | | M | | 2,354 A \$ 27.055 | 119,560 (2) | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-------------|------------------------|---|
| Common Stock | 11/26/2012 | M | 1,500 | A | \$ 27.405 | 121,060 ⁽²⁾ | D |
| Common Stock | 11/26/2012 | M | 611 | A | \$ 29.97 | 121,671 ⁽²⁾ | D |
| Common Stock | 11/26/2012 | M | 1,500 | A | \$ 38.56 | 123,171 ⁽²⁾ | D |
| Common Stock | 11/26/2012 | M | 923 | A | \$ 45.65 | 124,094 ⁽²⁾ | D |
| Common Stock | 11/26/2012 | S | 20,510 | D | <u>(1)</u> | 103,584 ⁽²⁾ | D |
| Common Stock | 11/27/2012 | M | 5,985 | A | \$ 10.86 | 109,569 ⁽²⁾ | D |
| Common Stock | 11/27/2012 | S | 11,846 | D | <u>(12)</u> | 97,723 ⁽²⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase | \$ 10.86 | 11/26/2012 | | M | 4,531 | ⁽³⁾ 07/27/2014 | Common Stock | 4,531 |
| Option to Purchase | \$ 16.285 | 11/26/2012 | | M | 6,000 | ⁽⁴⁾ 05/17/2015 | Common Stock | 6,000 |
| Option to Purchase | \$ 19.21 | 11/26/2012 | | M | 3 | ⁽⁵⁾ 03/02/2016 | Common Stock | 3 |
| Option to Purchase | \$ 25.625 | 11/26/2012 | | M | 3,088 | ⁽⁶⁾ 11/15/2013 | Common Stock | 3,088 |
| | \$ 27.055 | 11/26/2012 | | M | 2,354 | ⁽⁷⁾ 02/26/2014 | | 2,354 |

| | | | | | | | | |
|--------------------|-----------|------------|---|-------|------|------------|--------------|-------|
| Option to Purchase | | | | | | | Common Stock | |
| Option to Purchase | \$ 27.405 | 11/26/2012 | M | 1,500 | (8) | 05/15/2014 | Common Stock | 1,500 |
| Option to Purchase | \$ 29.97 | 11/26/2012 | M | 611 | (9) | 08/15/2014 | Common Stock | 611 |
| Option to Purchase | \$ 38.56 | 11/26/2012 | M | 1,500 | (10) | 02/27/2015 | Common Stock | 1,500 |
| Option to Purchase | \$ 45.65 | 11/26/2012 | M | 923 | (11) | 05/15/2015 | Common Stock | 923 |
| Option to Purchase | \$ 10.86 | 11/27/2012 | M | 5,985 | (3) | 07/27/2014 | Common Stock | 5,985 |

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

Sheils S. Dinardo,
Attorney-In-Fact

11/28/2012

__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 \$66.71 to \$66.90, inclusive, with a weighted average price of \$66.826202. 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) Includes 7,000 Deferred Stock Units.
- (3) The option grant of 48,000 shares granted on 07/27/2004 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (4) The option grant of 24,000 shares granted on 05/17/2005 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (5) The option grant of 4,000 shares granted on 03/02/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (6) The option grant of 12,000 shares granted on 11/15/2006 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (7) The option grant of 6,000 shares granted on 02/26/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.

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- (8) The option grant of 6,000 shares granted on 05/15/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (9) The option grant of 6,000 shares granted on 08/15/2007 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (10) The option grant of 6,000 shares granted on 02/27/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (11) The option grant of 6,000 shares granted on 05/15/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (12) The trade was executed in a series of transactions with a price range of \$66.00 to \$66.50, inclusive, with a weighted average price of \$66.231912. 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.

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.