

ANSYS INC  
Form 4  
March 04, 2015

**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 \*  
**MORLEY BRADFORD C**

(Last) (First) (Middle)

**2600 ANSYS  
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)  
**03/02/2015**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	03/02/2015		A		1,400	A	\$ 0
Common Stock	03/02/2015		M		4,000	A	\$ 36.68
Common Stock	03/02/2015		M		4,000	A	\$ 26.95
Common Stock	03/02/2015		M		4,000	A	\$ 19.21
Common Stock	03/02/2015		M		4,000	A	\$ 28.4

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Common Stock	03/02/2015	M	4,000	A	\$ 46.68	30,600 <sup>(2)</sup>	D
Common Stock	03/02/2015	M	4,500	A	\$ 23.91	35,100 <sup>(2)</sup>	D
Common Stock	03/02/2015	S	24,500	D	<sup>(3)</sup>	10,600 <sup>(2)</sup>	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	\$ 36.68	03/02/2015		M	4,000	<sup>(4)</sup>		08/14/2016		Common Stock	4,000
Option to Purchase	\$ 26.95	03/02/2015		M	4,000	<sup>(5)</sup>		05/15/2016		Common Stock	4,000
Option To Purchase	\$ 19.21	03/02/2015		M	4,000	<sup>(6)</sup>		03/02/2016		Common Stock	4,000
Option To Purchase	\$ 28.4	03/02/2015		M	4,000	<sup>(7)</sup>		11/14/2015		Common Stock	4,000
Option To Purchase	\$ 46.68	03/02/2015		M	4,000	<sup>(8)</sup>		08/15/2015		Common Stock	4,000
Option To Purchase	\$ 23.91	03/02/2015		M	4,500	<sup>(9)</sup>		06/30/2016		Common Stock	4,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORLEY BRADFORD C 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317				

## Signatures

Colleen Zak Hess, Attorney-in Fact	03/04/2015
**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) Represents Deferred Stock Units ("DSUs") issued under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the 12/31/13 annual grant election of the Chairman and non-affiliated independent directors. Each DSU is settled solely for one share of Common Stock upon termination of services as a Director. The grant of 1,400 DSUs is made quarterly in arrears and is fully vested at grant date.
- (2) Includes 5,600 Deferred Stock Units
- (3) The trade was executed in a series of transactions with a price range of \$85.74 to \$86.09, inclusive, with a weighted average price of \$85.797785. 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.
- (4) The option grant of 4,000 shares granted on 08/14/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (5) The option grant of 4,000 shares granted on 05/15/2009 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (6) 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.
- (7) The option grant of 4,000 shares granted on 11/14/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (8) The option grant of 4,000 shares granted on 08/15/2008 vests 25% annually in equal installments beginning on the first anniversary of the grant.
- (9) The option grant of 6,000 shares granted on 06/30/2006 vests 25% annually in equal installments beginning on the first anniversary of the grant.

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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