

ANSYS INC  
Form 4  
February 21, 2017

**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 \*  
**DINARDO SHEILA S**

(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)  
**02/16/2017**

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, General Counsel

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)
				(A) or (D)	Price		
Common Stock	02/16/2017		M	354 <sup>(1)</sup> A	\$ 0	22,317 <sup>(4)</sup>	D
Common Stock	02/16/2017		M	275 <sup>(2)</sup> A	\$ 0	22,592 <sup>(4)</sup>	D
Common Stock	02/16/2017		F	234 <sup>(3)</sup> D	\$ 100.43	22,358 <sup>(4)</sup>	D

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

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SEC 1474 (9-02)



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- (2) Shares earned due to a performance factor of 46.5% upon vesting and settlement of Performance Restricted Stock Units and certification of performance results by the Compensation Committee.
- (3) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnotes 1 and 2 above.
- (4) Includes 6,825 Restricted Stock Units.  
Awarded under Issuer's Second Amended and Restated Long Term Incentive Plan. Performance Restricted Stock Units awarded March 5,
- (5) 2014 converted into shares of Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee.
- (6) Performance Restricted Stock Units cancelled due to performance goal not being 100% achieved.

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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