

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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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 *
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 ⁽¹⁾ A | \$ 0 | 22,317 ⁽⁴⁾ | D |
| Common Stock | 02/16/2017 | | M | 275 ⁽²⁾ A | \$ 0 | 22,592 ⁽⁴⁾ | D |
| Common Stock | 02/16/2017 | | F | 234 ⁽³⁾ D | \$ 100.43 | 22,358 ⁽⁴⁾ | D |

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

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number.

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. D S (I) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Restricted Stock Unit | \$ 0 | 02/16/2017 | | M | 354 | <u>(5)</u> | <u>(5)</u> | Common Stock | 354 |
| Performance Restricted Stock Unit | \$ 0 | 02/16/2017 | | M | 275 | <u>(5)</u> | <u>(5)</u> | Common Stock | 275 |
| Performance Restricted Stock Unit | \$ 0 | 02/16/2017 | | <u>D</u> ⁽⁶⁾ | 2,921 <u>(6)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,921 <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DINARDO SHEILA S 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317 | | | VP, General Counsel | |

Signatures

Sheila S.
DiNardo 02/21/2017

 **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) Shares earned due to a performance factor of 60% upon vesting and settlement of Performance Restricted Stock Units and certification of performance results by the Compensation Committee.

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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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