

CASHMAN JAMES E III

Form 4

April 23, 2018

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 *
CASHMAN JAMES E III

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2018

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

2600 ANSYS DRIVE, SOUTHPOINTE

(Street)

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

CANONSBURG, PA 15367

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	04/19/2018		M		17,958 (1)	A	\$ 48.97 (1)	378,464 (2)	D	
Common Stock	04/19/2018		M		12,042 (1)	A	\$ 58.67 (1)	390,506 (2)	D	
Common Stock	04/19/2018		S		7,500 (1)	D	(3)	383,006 (2)	D	
Common Stock	04/19/2018		S		15,963 (1)	D	(4)	367,043 (2)	D	
	04/19/2018		S		6,537	D	(5)	360,506 (2)	D	

Common
Stock

Common
Stock

64,500 I

Reflects
shares held
in a family
limited
partnership.

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
Option To Purchase	\$ 48.97	04/19/2018		M	17,958	<u>(6)</u> 11/15/2020	Common Stock	17,958
Option To Purchase	\$ 58.67	04/19/2018		M	12,042	<u>(7)</u> 11/14/2021	Common Stock	12,042

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CASHMAN JAMES E III
2600 ANSYS DRIVE
SOUTHPOINTE
CANONSBURG, PA 15367

Signatures

Joseph E. Steitz,
Attorney-in-Fact

04/23/2018

__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) Pursuant to a 10b5-1 plan currently in place.
- (2) Includes 33,658 Restricted Stock Units

(3) The trade was executed in a series of transactions with a price range of \$164.56 to \$164.98, inclusive, with a weighted average price of \$164.791400. 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 trade was executed in a series of transactions with a price range of \$165.00 to \$165.98, inclusive, with a weighted average price of \$165.493121. 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.

(5) The trade was executed in a series of transactions with a price range of \$166.00 to \$166.51, inclusive, with a weighted average price of \$166.197276. 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.

(6) The option grant of 75,000 shares granted on 11/15/2010 vests 25% annually in equal installments beginning on the first anniversary of the grant.

(7) The option grant of 75,000 shares granted on 11/14/2011 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. 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.