

ANSYS INC  
Form 4  
March 09, 2015

**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 \*  
**SHIELDS MARIA T**

(Last) (First) (Middle)  
  
2600 ANSYS  
DRIVE, SOUTHPOINTE  
  
(Street)

CANONSBURG, PA 15367

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ANSYS INC [ANSS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/05/2015**

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)  
CFO & VP Finance and Admin.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 03/05/2015                           |  | F                              | 514 <sup>(1)</sup> D \$ 86.38                                     | 51,052 <sup>(3)</sup>   | D  |                                   |
| Common Stock <sup>(2)</sup>     | 03/05/2015                           |  | A                              | 7,600 A \$ 0  | 58,652 <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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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Performance Restricted Stock Unit          | \$ 0   | 03/05/2015                           |  | A                              | 3,800   | (5) (5)  | Common Stock 3,800  |
| Performance Restricted Stock Unit          | \$ 0   | 03/05/2015                           |  | A                              | 3,800   | (6) (6)  | Common Stock 3,800  |
| Performance Restricted Stock Unit          | \$ 0   | 03/05/2015                           |  | A                              | 11,576  | (7) (7)  | Common Stock 11,576   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| SHIELDS MARIA T<br>2600 ANSYS DRIVE<br>SOUTHPOINTE<br>CANONSBURG, PA 15367 |               |           | CFO & VP<br>Finance and<br>Admin. |       |

## Signatures

Sheila S. DiNardo,  
Attorney-in-Fact

03/09/2015

\*\*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) These shares were retained by the Company in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of restricted stock units granted to the Reporting Person on March 5, 2014
- (2) Represents restricted stock units ("Restricted Stock Units") issued under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. The Restricted Stock Units vest 25% annually in equal installments beginning on the first anniversary of the grant date.
- (3) Includes 4,575 Restricted Stock Units.
- (4) Includes 12,175 Restricted Stock Units.

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- Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Second Amended and Restated Long-Term Incentive Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the total shareholder return realized by the Issuer's stockholders, as measured against the percentage appreciation of the NASDAQ Composite Total Returns Index, during a three-year cumulative performance cycle (January 1, 2015 to December 31, 2017). All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2017, provided the reporting person remains employed by the Issuer on such date.
- (5)

- Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the achievement of certain performance criteria, as will be determined at the first meeting of the Issuer's compensation committee following each of December 31, 2015, December 31, 2016 and December 31, 2017, during a three-year cumulative performance cycle. All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as well be determined at the first meeting of the Issuer's compensation committee following December 31, 2017, provided the reporting person remains employed by the Issuer on such date.
- (6)

- Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the achievement of certain performance criteria, as will be determined at the first meeting of the Issuer's compensation committee following each of December 31, 2015, December 31, 2016 and December 31, 2017, during a three-year performance cycle. Any earned Performance RSUs will vest at the end of the three-year performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2017, provided the reporting person remains employed by the Issuer on such date or, in certain circumstances, is terminated by the Company without cause or dies prior to such date.
- (7)

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.