Emswiler Shane Form 4 March 15, 2013

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 \*
Emswiler Shane

2. Issuer Name and Ticker or Trading
Symbol

ANSYS INC [ANSS]

(Check all applicable)

3. Date of Earliest Transaction

below)

SOUTHPOINTE, 275 TECHNOLOGY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
\_X\_ Form filed by One Reporting Person

VP and General Manager

CANONSBURG, PA 15317

\_\_\_\_ Form filed by More than One Reporting
Person

Perso

| (City)                               | (State)                              | Zip) Table  | I - Non-D                              | erivative                      | Secur | ities Acqu  | iired, Disposed of   | , or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|--|--------------------------------|-------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securin(A) or Di (Instr. 3, | spose | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 03/14/2013                           |   | M                                      | 4,000                          | A     | \$<br>35.74 | 7,789  | D  |   |
| Common<br>Stock                      | 03/14/2013                           |   | M                                      | 3,500                          | A     | \$<br>19.21 | 11,289   | D  |   |
| Common<br>Stock                      | 03/14/2013                           |   | S                                      | 4,000                          | D     | <u>(1)</u>  | 7,289  | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |     |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|--|-----|-------|--|--------------------|---|--|
|   |   |                                      |   | Code V                                 | (A) | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Option to Purchase                                  | \$ 35.74  | 03/14/2013                           |   | M                                      | 4   | 4,000 | 07/31/2008   | 12/19/2017         | Common<br>Stock   | 4,000                                  |
| Options<br>to<br>Purchase                           | \$ 19.21  | 03/14/2013                           |   | M                                      |     | 3,500 | (2)  | 03/02/2019         | Common<br>Stock   | 3,500                                  |

#### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |  |
| Emswiler Shane                 |               |           | VP and  |       |  |  |  |  |
| SOUTHPOINTE                    |               |           | General |       |  |  |  |  |
| 275 TECHNOLOGY DRIVE           |               |           |         |       |  |  |  |  |
| CANONSBURG, PA 15317           |               |           | Manager |       |  |  |  |  |

## **Signatures**

Annette Arribas Attorney-in-Fact 03/15/2013

\*\*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).
- The trade was executed in a series of transactions with a price range of \$81.00 to \$81.02, inclusive, with a weighted average price of \$81.001750. 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.
- (2) The option grant of 10,000 shares granted on 03/02/2009 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.

Reporting Owners 2

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