

ANSYS INC  
Form 4  
February 21, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(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)  
**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 \_\_\_\_ Other (specify  
below) below)  
CFO & VP Finance and Admin.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/16/2017		M		919 <u>(1)</u>	A	\$ 0	67,267 <u>(4)</u>	D
Common Stock	02/16/2017		M		712 <u>(2)</u>	A	\$ 0	67,979 <u>(4)</u>	D
Common Stock	02/16/2017		F		551 <u>(3)</u>	D	\$ 100.43	67,428 <u>(4)</u>	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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. Date of Transaction (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	02/16/2017		M		919 (1)		(5)	(5)	Common Stock	919
Performance Restricted Stock Unit	\$ 0	02/16/2017		M		712 (2)		(5)	(5)	Common Stock	712
Performance Restricted Stock Unit	\$ 0	02/16/2017		D(6)		7,569 (6)		(5)	(5)	Common Stock	7,569 (6)

## Reporting Owners

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

## Signatures

Sheila S. DiNardo,  
Attorney-in-Fact 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.

(2)

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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 16,950 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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