

MAHONEY RICHARD S.
Form 4
February 20, 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 *
MAHONEY RICHARD S.

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)
02/15/2018

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

2600 ANSYS DR.

VP, WORLDWIDE SALES & SUPPORT

(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
___ Form filed by More than One Reporting Person

CANONSBURG, PA 15317

(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 (A) or (D) Price | | | |
| Common Stock | 02/15/2018 | | M | 2,852 (1) A \$ 0 | 18,052 (5) | D | |
| Common Stock | 02/15/2018 | | F | 813 (2) D \$ 162.41 | 17,239 (5) | D | |
| Common Stock | 02/16/2018 | | S | 2,039 (3) D \$ 162.01 (4) | 15,200 (5) | 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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The sales were executed in a series of transactions with a price range of \$162.00 to \$162.11, inclusive, with a weighted average price of \$162.01. 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) Includes 15,200 Restricted Stock Units.

Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded

(6) March 5, 2017 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 1 for additional information.

(7) Under terms of award, assuming certain target levels are achieved, an additional 9,274 Performance Restricted Stock Units may be earned upon certification of performance results for the remaining award periods. See footnote 1 for additional information.

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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