

ANSYS INC
Form 4
March 09, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASHMAN JAMES E III

(Last) (First) (Middle)

275 TECHNOLOGY DRIVE

(Street)

CONONSBURG, PA 15317

(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)

President and CEO

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock <u>(1)</u> | 03/05/2015 | | F | Amount <u>1,567</u> <u>(1)</u> | (A) or (D) D \$ 86.38 | 300,814 <u>(3)</u> | D |
| Common Stock <u>(2)</u> | 03/05/2015 | | A | 27,000 | A \$ 0 | 327,814 <u>(4)</u> | D |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Restricted Stock Unit | \$ 0 | 03/05/2015 | | A | | 13,500 | | (5) | (5) | Common Stock | 13,500 |
| Performance Restricted Stock Unit | \$ 0 | 03/05/2015 | | A | | 13,500 | | (6) | (6) | Common Stock | 13,500 |
| Performance Restricted Stock Unit | \$ 0 | 03/05/2015 | | A | | 46,307 | | (7) | (7) | Common Stock | 46,307 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| CASHMAN JAMES E III 275 TECHNOLOGY DRIVE CONONSBURG, PA 15317 | President and CEO |

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.

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- (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 15,000 Restricted Stock Units.
- (4) Includes 42,000 Restricted Stock Units.

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.

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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.