

MAHONEY RICHARD S.

Form 4

February 20, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAHONEY RICHARD S.

(Last) (First) (Middle)

2600 ANSYS DR.

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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)
VP, WORLDWIDE SALES & SUPPORT

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 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	02/15/2018		M	(A) or (D) 2,852 (1)	\$ 0	18,052 (5)	D
Common Stock	02/15/2018		F	813 (2)	\$ 162.41	17,239 (5)	D
Common Stock	02/16/2018		S	2,039 (3)	\$ 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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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. Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	02/15/2018		M	2,852	<u>(6)</u> <u>(6)</u>	Common Stock	2,852

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAHONEY RICHARD S. 2600 ANSYS DR. CANONSBURG, PA 15317	VP, WORLDWIDE SALES & SUPPORT

Signatures

Janet Lee,
Attorney-in-Fact 02/20/2018

__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).

- Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Shares earned upon vesting and settlement of 50% of the earned Performance Restricted Stock Units for the annual period ending December 31, 2017, upon certification of
- (1) performance results by the Compensation Committee of 200% of target for the annual period ended December 31, 2017. The remaining 50% of the earned Performance Restricted Stock Units for such annual period ending December 31, 2017 shall vest, if at all, on December 31, 2019, and upon certification of performance results by the Compensation Committee.
 - (2) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnote 1 above.
 - (3) Pursuant to a 10b5-1 plan currently in place.
 - (4)

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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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