

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DINARDO SHEILA S

(Last) (First) (Middle)

**2600 ANSYS
DRIVE, SOUTHPOINTE**

(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)
02/16/2017

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)

VP, General Counsel

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		354 <u>(1)</u>	A	\$ 0	22,317 <u>(4)</u>	D
Common Stock	02/16/2017		M		275 <u>(2)</u>	A	\$ 0	22,592 <u>(4)</u>	D
Common Stock	02/16/2017		F		234 <u>(3)</u>	D	\$ 100.43	22,358 <u>(4)</u>	D

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

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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		354		(5)	(5)	Common Stock	354
Performance Restricted Stock Unit	\$ 0	02/16/2017		M		275		(5)	(5)	Common Stock	275
Performance Restricted Stock Unit	\$ 0	02/16/2017		D(6)		2,921 (6)		(5)	(5)	Common Stock	2,921 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINARDO SHEILA S 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317			VP, General Counsel	

Signatures

Sheila S.
DiNardo 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.

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- (2) 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 6,825 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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