

SHIELDS MARIA T

Form 4

March 04, 2019

**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 \*  
SHIELDS MARIA T

(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)  
02/28/2019

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 &amp; 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/28/2019                              |                                                             | M                                    | 12,000                                                                  | A \$ 48.97 113,725 <sup>(1)</sup>                                                                                  | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/28/2019                              |                                                             | M                                    | 1,704                                                                   | A \$ 58.67 115,429 <sup>(1)</sup>                                                                                  | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/28/2019                              |                                                             | S                                    | 2,494                                                                   | D \$ 180.23 112,935 <sup>(1)</sup><br><sup>(2)</sup>                                                               | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/28/2019                              |                                                             | S                                    | 1,900                                                                   | D \$ 181.4 <sup>(3)</sup> 111,035 <sup>(1)</sup>                                                                   | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/28/2019                              |                                                             | S                                    | 6,210                                                                   | D \$ 182.56 104,825 <sup>(1)</sup>                                                                                 | D                                                                       |                                                                                |

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|                 |            |   |              |   |                     |             |   |
|-----------------|------------|---|--------------|---|---------------------|-------------|---|
| Common<br>Stock | 02/28/2019 | S | 2,500        | D | (4)<br>\$<br>183.51 | 102,325 (1) | D |
|                 |            |   |              |   | (5)                 |             |   |
| Common<br>Stock | 02/28/2019 | S | 500          | D | \$<br>184.14        | 101,825 (1) | D |
|                 |            |   |              |   | (6)                 |             |   |
| Common<br>Stock | 02/28/2019 | S | 100          | D | \$ 186              | 101,725 (1) | D |
| Common<br>Stock | 03/03/2019 | F | 1,278<br>(7) | D | \$<br>182.23        | 100,447 (8) | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option<br>To<br>Purchase                            | \$ 48.97                                                              | 02/28/2019                              |                                                             | M                                       |                                                                                                              | 12,000                                                         |     | <u>(9)</u>                                                          | 11/15/2020         | Common<br>Stock | 12,000                              |
| Option<br>To<br>Purchase                            | \$ 58.67                                                              | 02/28/2019                              |                                                             | M                                       |                                                                                                              | 1,704                                                          |     | <u>(10)</u>                                                         | 11/14/2021         | Common<br>Stock | 1,704                               |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                                   |       |
|----------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                    | Director      | 10% Owner | Officer                           | Other |
| SHIELDS MARIA T<br>2600 ANSYS DRIVE<br>SOUTHPOINTE |               |           | CFO & VP<br>Finance and<br>Admin. |       |

CANONSBURG, PA 15317

## Signatures

Janet Lee,  
Attorney-in-Fact

03/04/2019

\_\_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) Includes 27,271 Restricted Stock Units.  
  
The trade was executed in a series of transactions with a price range of \$180.00 to \$180.99, inclusive, with a weighted average price of \$180.23. 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.
- (2) The trade was executed in a series of transactions with a price range of \$181.00 to \$181.98, inclusive, with a weighted average price of \$181.40. 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.
- (3) The trade was executed in a series of transactions with a price range of \$182.00 to \$182.99, inclusive, with a weighted average price of \$182.56. 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.
- (4) The trade was executed in a series of transactions with a price range of \$183.00 to \$183.98, inclusive, with a weighted average price of \$183.51. 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) The trade was executed in a series of transactions with a price range of \$184.00 to \$184.35, inclusive, with a weighted average price of \$184.14. 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.
- (6) Shares withheld for payment of taxes in connection with the vesting of time-based Restricted Stock Units.
- (7) Includes 24,334 Restricted Stock Units.
- (8) The option grant of 28,958 shares granted on 11/15/2010 vested 25% annually in equal installments beginning on the first anniversary of the grant.
- (9) The option grant of 1,704 shares granted on 11/14/2011 vested 25% annually in equal installments beginning on the first anniversary of the grant.
- (10)

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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