FAIRBANKS JOSEPH C JR

Form 4 May 21, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

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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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRBANKS JOSEPH C JR			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	(Check an applicable)		
SOUTHPOINTE, 275 TECHNOLOGY DRIVE			(Month/Day/Year) 05/19/2010	Director 10% OwnerX Officer (give title Other (specify below) VP, Global Sales & Support		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CANONSBUF	RG, PA 153	17	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	05/19/2010		M	18,592	A	\$ 4.7	29,154	D		
Common Stock	05/19/2010		S	18,592	D	<u>(1)</u>	10,562	D		
Common Stock	05/20/2010		M	2,684	A	\$ 4.7	13,246	D		
Common Stock	05/20/2010		S	2,684	D	<u>(2)</u>	10,562	D		
Common Stock	05/20/2010		M	7,000	A	\$ 4.9425	17,562	D		

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Common 05/20/2010 S 7,000 D (3) 10,562 D Stock

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

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(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. Transacti Code (Instr. 8)	5. Number of or 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
Option to Purchase	\$ 4.7	05/19/2010		M	18,592	<u>(4)</u>	10/10/2011	Common Stock	18,592
Option to Purchase	\$ 4.7	05/20/2010		M	2,684	<u>(4)</u>	10/10/2011	Common Stock	2,684
Option to Purchase	\$ 4.9425	05/20/2010		M	7,000	(5)	10/22/2012	Common Stock	7,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

FAIRBANKS JOSEPH C JR **SOUTHPOINTE** 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317

VP, Global Sales & Support

Signatures

Sheila S. DiNardo, 05/21/2010 Attorney-in-Fact

**Signature of Reporting Person Date

2 Reporting Owners

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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).
- The trade was executed in a series of transactions with a price range of \$44.25 to \$44.31, inclusive, with a weighted average price of \$44.253762. 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.
- The trade was executed in a series of transactions with a price range of \$43.05 to \$43.1881, inclusive, with a weighted average price of \$43.112756. 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.
- The trade was executed in a series of transactions with a price range of \$43.045 to \$43.20, inclusive, with a weighted average price of \$43.122229. 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 option grant of 200,000 shares granted on 10/10/2001 vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (5) The option grant of 28,000 shares granted on 10/22/2002 vests 25% annually in equal installments beginning on the first anniversary of the grant date.

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.