

Emswiler Shane
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 *
Emswiler Shane

(Last) (First) (Middle)

SOUTHPOINTE, 2600 ANSYS
DRIVE

(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 below) ____ Other (specify below)

VP and General Manager

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	02/15/2018		M	Amount 2,737 (1)	A \$ 0 23,590 (5)	D	
Common Stock	02/15/2018		M	912 (2)	A \$ 0 24,502 (5)	D	
Common Stock	02/15/2018		M	2,132 (3)	A \$ 0 26,634 (5)	D	
Common Stock	02/15/2018		F	1,677 (4)	D \$ 162.41 24,957 (5)	D	

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. 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. D	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	02/15/2018		M		2,737		(6)	(6)	Common Stock	2,737
Performance Restricted Stock Unit	\$ 0	02/15/2018		M		912		(7)	(7)	Common Stock	912
Performance Restricted Stock Unit	\$ 0	02/15/2018		M		2,132		(8)	(8)	Common Stock	2,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emswiler Shane SOUTHPOINTE 2600 ANSYS DRIVE CANONSBURG, PA 15317			VP and General Manager	

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 Issuer's Second Amended and Restated Long-Term Incentive Plan. Shares earned upon vesting and settlement of
- (1) Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 150% of target for each year of cumulative three-year award period.
- Awarded under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Shares earned upon vesting and settlement of
- (2) of Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 0%, 0% and 150% of target for each year of cumulative three-year award period.
- 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
- (3) 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.
- (4) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnotes 1 through 3 above.
- (5) Includes 16,877 Restricted Stock Units, as well as 111 shares acquired under the ANSYS Employee Stock Purchase Plan on January 31, 2018.
- Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Performance Restricted Stock Units awarded March 5, 2015 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.
- (6) 2015 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.
- Awarded under Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Performance Restricted Stock Units awarded
- (7) March 5, 2015 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 2 for additional information.
- Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded
- (8) 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 3 for additional information.
- (9) Under terms of award, assuming certain target levels are achieved, an additional 6,934 Performance Restricted Stock Units may be earned upon certification of performance results for the remaining award periods. See footnote 3 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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