

ANSYS INC
Form 4
August 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORBY JACQUELINE C

(Last) (First) (Middle)

**SOUTHPOINTE, 275
TECHNOLOGY 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)
08/15/2008

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)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership Beneficial (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/15/2008 | | M | 4,000 A \$ 16.285 | 125,000 | D | |
| Common Stock | 08/15/2008 | | M | 3,000 A \$ 23.91 | 128,000 | D | |
| Common Stock | 08/15/2008 | | S | 4,000 D \$ 47.9 | 124,000 | D | |
| Common Stock | 08/15/2008 | | S | 3,000 D \$ 47.8 ⁽¹⁾ | 121,000 | D | |
| Common Stock | 08/15/2008 | | S | 5,000 D \$ 46.5 ⁽²⁾ | 116,000 | D | |

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|--------------|------------|---|-------|---|-----------------|---------|---|
| Common Stock | 08/15/2008 | S | 1,000 | D | \$ 48 | 115,000 | D |
| Common Stock | 08/15/2008 | S | 2,000 | D | \$ 47.85 (3) | 113,000 | 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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Options to Purchase | \$ 46.68 | 08/15/2008 | | A | 4,000 | (4) 08/15/2015 | Common Stock | 4,000 |
| Options to Purchase | \$ 16.285 | 08/15/2008 | | M | 4,000 | (5) 05/17/2015 | Common Stock | 4,000 |
| Options to Purchase | \$ 23.91 | 08/15/2008 | | M | 3,000 | (6) 06/30/2016 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORBY JACQUELINE C SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317 | | X | | |

Signatures

James E. Cashman III,
Attorney-in-Fact

08/19/2008

__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) The trade was executed in a series of transactions with a price range of \$47.80 to \$47.85, with a weighted average price of \$47.80. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (2) The trade was executed in a series of transactions with a price range of \$46.50 to \$46.52, with a weighted average price of \$46.50. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (3) The trade was executed in a series of transactions with a price range of \$47.80 to \$47.89, with a weighted average price of \$47.85. Full information regarding the number of shares sold at each separate price will be provided upon request.

- Represents options issued under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the
- (4) 12/31/07 annual grant election of the Chairman and non-affiliated independent directors. The option grant of 4,000 shares is made quarterly in arrears and vests 25% annually in equal installments beginning on the first anniversary of the grant date.
 - (5) The option grant of 24,000 shares vests 25% annually in equal installments beginning on the first anniversary of the grant date.
 - (6) The option grant of 6,000 shares 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.