MAHONEY RICHARD S.

Form 4

February 20, 2019

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

See Insti 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MAHONEY RICHARD S.			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 all applicable)			
2600 ANSYS	DR.		(Month/Day/Year) 02/15/2019	Director 10% Owner Officer (give title Other (specify below) VP, WORLDWIDE SALES & SUPPORT			
(Street) CANONSBURG, PA 15317			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	^(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acqu	ired, Disposed of	or Beneficiall	y 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 Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount 2,854	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Stock	02/15/2019		M	(1)	A	\$ 0	24,400 (6)	D	
Common Stock	02/15/2019		F	813 (2)	D	\$ 174.49	23,587 (6)	D	
Common Stock	02/19/2019		S	1,141 (3)	D	\$ 173.79 (4)	22,446 (6)	D	
Common Stock	02/19/2019		S	900 (3)	D	\$ 174.6 (5)	21,546 (6)	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)

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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. Transactic Code (Instr. 8)	5. Number proof 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
Performance Restricted Stock Unit	\$ 0	02/15/2019		M	2,854	<u>(7)</u>	<u>(7)</u>	Common Stock	2,854

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAHONEY RICHARD S. 2600 ANSYS DR. CANONSBURG, PA 15317

VP, WORLDWIDE SALES & SUPPORT

Signatures

Janet Lee,

Attorney-in-Fact 02/20/2019

**Signature of Reporting Date

Person

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 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, 2018, upon certification of
- (1) performance results by the Compensation Committee of 200% of target for the annual period ended December 31, 2018. The remaining 50% of the earned Performance Restricted Stock Units for such annual period ending December 31, 2018 shall vest, if at all, on December 31, 2019, and upon certification of performance results by the Compensation Committee.
- (2) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnote 1 above.

Reporting Owners 2

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- (3) Pursuant to a currently effective Rule 10b5-1 plan.
- The sales were executed in a series of transactions with a price range of \$173.28 to \$174.24, inclusive, with a weighted average price of \$173.79. 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 sales were executed in a series of transactions with a price range of \$174.45 to \$174.71, inclusive, with a weighted average price of \$174.60. 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) Includes 21,410 Restricted Stock Units, as well as 136 shares acquired under the ANSYS Employee Stock Purchase Plan
- Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded (7) 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 1 for additional information.
- (8) Under the terms of the award, shares earned upon the vesting and settlement of the earned Performance Restricted Stock Units may be in excess of the amount reported on March 5, 2017, depending on the target levels achieved. See footnote 1 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. 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.