

CASHMAN JAMES E III  
Form 4  
February 20, 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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CASHMAN JAMES E III

(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)  
02/15/2019

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 below) \_\_\_\_ Other (specify below)

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	02/15/2019		M	(A) 24,499 (1)	\$ 0	381,078 (4)	D
Common Stock	02/15/2019		M	(A) 17,498 (2)	\$ 0	398,576 (4)	D
Common Stock	02/15/2019		F	(D) 15,698 (3)	\$ 174.49	382,878 (4)	D
Common Stock					64,500	I	Reflects shares held in a family limited partnership.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	02/15/2019		M	24,499	(5) (5)	Common Stock 24,499
Performance Restricted Stock Unit	\$ 0	02/15/2019		M	17,498	(6) (6)	Common Stock 17,498

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASHMAN JAMES E III 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317	

## Signatures

Janet Lee,  
Attorney-in-Fact 02/20/2019

\_\_\_\_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).

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 140% of target for each year of cumulative three-year award period.

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- Awarded under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Shares earned upon vesting and settlement
- (2) of Performance Restricted Stock Units and certification of performance results by the Compensation Committee of 0%, 150% and 150% of target for each year of cumulative three-year award period.
- (3) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnotes 1 and 2 above.
- (4) Includes 33,658 Restricted Stock Units, as well as 37 shares acquired under the ANSYS Employee Stock Purchase Plan.
- Awarded under Issuer's Second Amended and Restated Long-Term Incentive Plan. Performance Restricted Stock Units awarded March 5,
- (5) 2016 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
- (6) March 5, 2016 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.

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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