

ANSYS INC
Form 4
September 04, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHEELER MICHAEL J

(Last) (First) (Middle)
SOUTHPOINTE, 275
TECHNOLOGY DRIVE
(Street)

CANONSBURG 15317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANSYS INC [ANSS]

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2007

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 & GM, Mechanical Bus. Unit

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/30/2007 | | M | | 11,444 A \$ 6.64 | 29,744 | D |
| Common Stock | 08/30/2007 | | S | | 11,444 D 11 | 18,300 | D |
| Common Stock | 08/30/2007 | | M | | 12,008 A \$ 4.9425 | 30,308 | D |
| Common Stock | 08/30/2007 | | S | | 12,008 D 12 | 18,300 | D |
| Common Stock | 08/30/2007 | | M | | 19,680 A \$ 7.1475 | 37,980 | D |

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Common Stock 08/30/2007 S 19,680 D (3) 18,300 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Purchase | \$ 6.64 | 08/30/2007 | | M | 11,444 | (4) 12/10/2011 | Common Stock | 11,444 |
| Options to Purchase | \$ 4.9425 | 08/30/2007 | | M | 12,008 | (5) 10/22/2012 | Common Stock | 12,008 |
| Options to Purchase | \$ 7.1475 | 08/30/2007 | | M | 19,680 | (6) 05/30/2013 | Common Stock | 19,680 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHEELER MICHAEL J SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG 15317 | | | VP & GM, Mechanical Bus. Unit | |

Signatures

Maria T. Shields,
Attorney-in-Fact 09/04/2007

**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 \$32.50 to \$32.66, with a weighted average price of \$32.53.
- (2) The trade was executed in a series of transactions with a price range of \$32.50 to \$32.56, with a weighted average price of \$32.52.
- (3) The trade was executed in a series of transactions with a price range of \$32.75 to \$33.03, with a weighted average price of \$32.83.
- (4) The option grant of 60,000 shares vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (5) The option grant of 48,000 shares vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (6) The option grant of 100,000 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.

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