CASHMAN JAMES E III

Form 4

February 20, 2018

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

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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

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol ANSYS INC [ANSS]	5. Relationship of Reporting Person(s) to Issuer			
3. Date of Earliest Transaction	(Check all applicable) Director 10% Owner			
02/15/2018	Officer (give title Dother (specify below)			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting F Form filed by More than One F Person				
	Symbol ANSYS INC [ANSS] 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2018 4. If Amendment, Date Original			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqı	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Cransaction Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/15/2018		Code V M	Amount 20,250 (1)	(D) A	Price \$ 0	(Instr. 3 and 4) 376,796 (4)	D	
Common Stock	02/15/2018		M	6,750 (2)	A	\$ 0	383,546 (4)	D	
Common Stock	02/15/2018		F	10,847 (3)	D	\$ 162.41	372,699 (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)

Der Sec	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Performance Restricted Stock Unit	\$ 0	02/15/2018		M	20,250	<u>(5)</u>	<u>(5)</u>	Common Stock	20,250
	Performance Restricted Stock Unit	\$ 0	02/15/2018		M	6,750	<u>(6)</u>	<u>(6)</u>	Common Stock	6,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CASHMAN JAMES E III 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15367

Signatures

Janet Lee,

Attorney-in-Fact 02/20/2018

**Signature of Reporting 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.

Reporting Owners 2

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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%, 0% 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 61,683 Restricted Stock Units, as well as 45 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.
- Awarded under Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. Performance Restricted Stock Units awarded
 (6) 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.

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.