

Gopal Ajei
 Form 4
 February 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Gopal Ajei

(Last) (First) (Middle)
 2600 ANSYS
 DRIVE, SOUTHPOINTE
 (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)
 02/15/2018

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)
 President and CEO

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	02/15/2018		M	(A) or (D) V Amount Price 10,320 (1) A \$ 0	124,678 (3)	D	
Common Stock	02/15/2018		F	(A) or (D) V Amount Price 3,572 (2) D \$ 162.41	121,106 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (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. 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	
Performance Restricted Stock Unit	\$ 0	02/15/2018		M	10,320	<u>(4)</u>	<u>(4)</u>	Common Stock	10,320

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gopal Ajei 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG 15317			President and CEO	

Signatures

Janet Lee,
Attorney-in-Fact

02/20/2018

**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 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, 2017, upon certification of
- (1) performance results by the Compensation Committee of 200% of target for the annual period ended December 31, 2017. The remaining 50% of the earned Performance Restricted Stock Units for such annual period ending December 31, 2017 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.
- (3) Includes 27,284 Deferred Stock Units and 73,754 Restricted Stock Units.
- Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded
- (4) 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.
- (5) Under terms of award, assuming certain target levels are achieved, an additional 33,540 Performance Restricted Stock Units may be earned upon certification of performance results for the remaining award periods. See footnote 1 for additional information.

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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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