

ANSYS INC
Form 4/A
June 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DINARDO SHEILA S

(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)
03/05/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, General Counsel

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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	03/05/2016 ⁽⁹⁾		F	214 ⁽¹⁾	D \$ 87.06	24,710 ⁽⁴⁾	D
Common Stock ⁽²⁾	03/05/2016 ⁽⁹⁾		F	247 ⁽²⁾	D \$ 87.06	24,463 ⁽⁵⁾	D
Common Stock ⁽³⁾	03/05/2016 ⁽⁹⁾		A	3,500	A \$ 0	27,963 ⁽⁶⁾	D

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

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- (4) Includes 4,050 Restricted Stock Units.
- (5) Includes 3,325 Restricted Stock Units.
- (6) Includes 6,825 Restricted Stock Units.

Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Second Amended and Restated Long-Term Incentive Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the total shareholder return realized by the Issuer's stockholders, as measured against the percentage

- (7) appreciation of the NASDAQ Composite Total Returns Index, during a three-year cumulative performance cycle (January 1, 2016 to December 31, 2018). All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2018, provided the reporting person remains employed by the Issuer on such date.

Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the achievement of certain performance criteria, as will be determined at the first meeting of

- (8) the Issuer's compensation committee following each of December 31, 2016, December 31, 2017 and December 31, 2018, during a three-year cumulative performance cycle. All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2018, provided the reporting person remains employed by the Issuer on such date.

- (9) This Form 4 amends the Form 4 filed on March 8, 2016 which incorrectly reported the transaction date(s) as March 5, 2015. The correct transaction date should have been reported as of March 5, 2016.

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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