

ANSYS INC  
Form 4  
August 19, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MORBY JACQUELINE C**

(Last) (First) (Middle)

**SOUTHPOINTE, 275  
TECHNOLOGY DRIVE**

(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)  
**08/15/2008**

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)  
 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 Beneficial (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/15/2008		M	A	\$ 16.285	125,000	D
Common Stock	08/15/2008		M	A	\$ 23.91	128,000	D
Common Stock	08/15/2008		S	D	\$ 47.9	124,000	D
Common Stock	08/15/2008		S	D	\$ 47.8 <sup>(1)</sup>	121,000	D
Common Stock	08/15/2008		S	D	\$ 46.5 <sup>(2)</sup>	116,000	D

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Common Stock	08/15/2008	S	1,000	D	\$ 48	115,000	D
Common Stock	08/15/2008	S	2,000	D	\$ 47.85 (3)	113,000	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to Purchase	\$ 46.68	08/15/2008		A	4,000	(4) 08/15/2015		Common Stock	4,000
Options to Purchase	\$ 16.285	08/15/2008		M	4,000	(5) 05/17/2015		Common Stock	4,000
Options to Purchase	\$ 23.91	08/15/2008		M	3,000	(6) 06/30/2016		Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORBY JACQUELINE C SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317		X		

## Signatures

James E. Cashman III,  
Attorney-in-Fact

08/19/2008

\_\_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 \$47.80 to \$47.85, with a weighted average price of \$47.80. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (2) The trade was executed in a series of transactions with a price range of \$46.50 to \$46.52, with a weighted average price of \$46.50. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (3) The trade was executed in a series of transactions with a price range of \$47.80 to \$47.89, with a weighted average price of \$47.85. Full information regarding the number of shares sold at each separate price will be provided upon request.

Represents options issued under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the

- (4) 12/31/07 annual grant election of the Chairman and non-affiliated independent directors. The option grant of 4,000 shares is made quarterly in arrears and vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (5) The option grant of 24,000 shares vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (6) The option grant of 6,000 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. 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.