

ANSYS INC
Form 4
July 05, 2006

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 *
MORBY JACQUELINE C

(Last) (First) (Middle)
125 HIGH STREET, SUITE 2500
(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2006

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 28,000 | D | |

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)

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| 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. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Purchase | \$ 7.042 | | | | | | | <u>(1)</u> | 05/09/2011 | Common | 6,000 |
| Options to Purchase | \$ 12.8675 | | | | | | | <u>(2)</u> | 05/16/2012 | Common | 12,000 |
| Options to Purchase | \$ 14.205 | | | | | | | <u>(3)</u> | 05/15/2013 | Common | 24,000 |
| Options to Purchase | \$ 18.9405 | | | | | | | <u>(4)</u> | 05/13/2014 | Common | 24,000 |
| Options to Purchase | \$ 32.57 | | | | | | | <u>(5)</u> | 05/17/2015 | Common | 12,000 |
| Options to Purchase | \$ 47.82 | 06/30/2006 | | A | | 3,000 | | <u>(6)</u> | 06/30/2016 | Common | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORBY JACQUELINE C 125 HIGH STREET SUITE 2500 BOSTON, MA 02110 | X | | | |

Signatures

Jacqueline C. Morby
 **Signature of Reporting Person
 Date
 07/05/2006

By: Thomas P. Alber,
 Attorney-in-Fact
 Date
 07/05/2006

__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 option grant of 24,000 shares vests 25% on the first anniversary of the grant date and continues to vest 25% each year thereafter until 5/9/05. On 8/11/04 the reporting person exercised 18,000 shares of this option leaving a 6,000 share balance.
 - (2) The option grant of 24,000 shares vests 25% on the first anniversary of the grant date and continues to vest 25% each year thereafter until 5/16/06. On 8/11/04 the reporting person exercised 12,000 shares of this option leaving a 12,000 share balance.
 - (3) The option grant of 24,000 shares vests 25% on the first anniversary of the grant date and continues to vest 25% each year thereafter until 5/15/07.
 - (4) The option grant of 24,000 shares vests 25% on the first anniversary of the grant date and continues to vest 25% each year thereafter until 5/13/08.
 - (5) The option grant of 12,000 shares vests 25% on the first anniversary of the grant date and continues to vest 25% each year thereafter until 5/17/09.
- Represents options issued under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan in accordance with the
- (6) 02/09/06 amended annual grant election of the Chairman and non-affiliated independent directors. The grant of 3,000 stock options is made quarterly in arrears and 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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