

SHIELDS MARIA T

Form 4

March 04, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIELDS MARIA T

(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)
02/28/2019

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 ____ Other (specify
below) below)
CFO & VP Finance and Admin.

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2019		M	12,000 A	\$ 48.97 113,725 ⁽¹⁾	D	
Common Stock	02/28/2019		M	1,704 A	\$ 58.67 115,429 ⁽¹⁾	D	
Common Stock	02/28/2019		S	2,494 D	\$ 180.23 112,935 ⁽¹⁾ ⁽²⁾	D	
Common Stock	02/28/2019		S	1,900 D	\$ 181.4 ⁽³⁾ 111,035 ⁽¹⁾	D	
Common Stock	02/28/2019		S	6,210 D	\$ 182.56 104,825 ⁽¹⁾	D	

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Common Stock	02/28/2019	S	2,500	D	(4)	183.51	102,325 (1)	D
					\$ (5)			
Common Stock	02/28/2019	S	500	D	(5)	184.14	101,825 (1)	D
					\$ (6)			
Common Stock	02/28/2019	S	100	D	(6)	\$ 186	101,725 (1)	D
Common Stock	03/03/2019	F	1,278 (7)	D	(7)	\$ 182.23	100,447 (8)	D

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option To Purchase	\$ 48.97	02/28/2019		M	12,000	(9) 11/15/2020	Common Stock	12,000
Option To Purchase	\$ 58.67	02/28/2019		M	1,704	(10) 11/14/2021	Common Stock	1,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS MARIA T 2600 ANSYS DRIVE SOUTHPOINTE			CFO & VP Finance and Admin.	

CANONSBURG, PA 15317

Signatures

Janet Lee,
Attorney-in-Fact

03/04/2019

__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) Includes 27,271 Restricted Stock Units.

The trade was executed in a series of transactions with a price range of \$180.00 to \$180.99, inclusive, with a weighted average price of \$180.23. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The trade was executed in a series of transactions with a price range of \$181.00 to \$181.98, inclusive, with a weighted average price of \$181.40. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The trade was executed in a series of transactions with a price range of \$182.00 to \$182.99, inclusive, with a weighted average price of \$182.56. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) The trade was executed in a series of transactions with a price range of \$183.00 to \$183.98, inclusive, with a weighted average price of \$183.51. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (5) The trade was executed in a series of transactions with a price range of \$184.00 to \$184.35, inclusive, with a weighted average price of \$184.14. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (6) Shares withheld for payment of taxes in connection with the vesting of time-based Restricted Stock Units.
- (7) Includes 24,334 Restricted Stock Units.
- (8) The option grant of 28,958 shares granted on 11/15/2010 vested 25% annually in equal installments beginning on the first anniversary of the grant.
- (9) The option grant of 1,704 shares granted on 11/14/2011 vested 25% annually in equal installments beginning on the first anniversary of the grant.
- (10)

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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