ANSYS INC Form 4 June 17, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

of

(Instr. 4)

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Repor SHIELDS MARIA T	ting Person *	2. Issuer Name and Ticker or Trading Symbol ANSYS INC [ANSS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
		(Month/Day/Year)	Director 10% Owner			
SOUTHPOINTE, 275		06/15/2009	_X_ Officer (give title Other (specify below)			
TECHNOLOGY DRIVE			below) below) Chief Financial Officer			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CANONSBURG 15317		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ole I - Non-l	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr 8)		Owned	Direct (D)	Ownershir

		(<u>)</u>		-,		(A)		Following Reported Transaction(s)	or Indirect (I) (Instr. 4)
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)	
Common Stock	06/15/2009		M		60,000	A (2)	\$ 2.6563	88,876	D
Common Stock	06/15/2009		S		60,000	D (3)	<u>(4)</u>	28,876	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase	\$ 2.6563	06/15/2009		M	60,000	<u>(1)</u>	05/01/2010	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHIELDS MARIA T SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG 15317

Chief Financial Officer

Signatures

Colleen Zak Hess, Attorney-in-Fact 06/17/2009

**Signature of Reporting Person Da

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 80,000 shares was made on 05/01/2000 and vests 25% annually in equal installments beginning on the first anniversary of the grant date.
- (2) Pursuant to 10b5-1 plan currently in place.
- (3) Pursuant to 10b5-1 plan currently in place.

The trade was executed in a series of transactions with a price range of \$31.54 to \$32.46, inclusive, with a weighted average price of \$31.8113. 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.

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.

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