

FAIRBANKS JOSEPH C JR  
Form 4  
May 21, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FAIRBANKS JOSEPH C JR

(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)  
05/19/2010

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)  
VP, Global Sales & Support

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/19/2010                           |  | M                              |   | 18,592  | A  | \$ 4.7                            |
| Common Stock                    | 05/19/2010                           |  | S                              |   | 18,592  | D  | 11                                |
| Common Stock                    | 05/20/2010                           |  | M                              |   | 2,684   | A  | \$ 4.7                            |
| Common Stock                    | 05/20/2010                           |  | S                              |   | 2,684   | D  | 12                                |
| Common Stock                    | 05/20/2010                           |  | M                              |   | 7,000   | A  | \$ 4.9425                         |

Edgar Filing: FAIRBANKS JOSEPH C JR - Form 4

Common Stock 05/20/2010 S 7,000 D (3) 10,562 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.**

SEC 1474 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase                         | \$ 4.7   | 05/19/2010                           |  | M                              | 18,592  | (4) 10/10/2011   | Common Stock  | 18,592                        |
| Option to Purchase                         | \$ 4.7   | 05/20/2010                           |  | M                              | 2,684   | (4) 10/10/2011   | Common Stock  | 2,684                         |
| Option to Purchase                         | \$ 4.9425  | 05/20/2010                           |  | M                              | 7,000   | (5) 10/22/2012   | Common Stock  | 7,000                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| FAIRBANKS JOSEPH C JR<br>SOUTHPOINTE<br>275 TECHNOLOGY DRIVE<br>CANONSBURG, PA 15317 |               |           | VP, Global Sales & Support |       |

## Signatures

Sheila S. DiNardo,  
Attorney-in-Fact 05/21/2010

\*\*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 \$44.25 to \$44.31, inclusive, with a weighted average price of \$44.253762. 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 \$43.05 to \$43.1881, inclusive, with a weighted average price of \$43.112756. 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 \$43.045 to \$43.20, inclusive, with a weighted average price of \$43.122229. 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 option grant of 200,000 shares granted on 10/10/2001 vests 25% annually in equal installments beginning on the first anniversary of the grant date.

(5) The option grant of 28,000 shares granted on 10/22/2002 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.