

ANSYS INC
Form 4
May 18, 2005

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 *
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)
05/17/2005

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) Price	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)

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.

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.