

ANSYS INC
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
HEINEN ROGER J 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)
08/21/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/21/2006		M		6,000 A \$ 12.8675	18,900 (1)	D
Common Stock	08/21/2006		M		6,000 A \$ 14.205	24,900 (1)	D
Common Stock	08/21/2006		M		6,000 A \$ 18.9405	30,900 (1)	D
Common Stock	08/21/2006		M		3,000 A \$ 32.57	33,900 (1)	D
Common Stock	08/21/2006		S		21,000 D (2)	12,900 (1)	D

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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
Options to Purchase	\$ 12.8675	08/21/2006		M	6,000	<u>(3)</u> 05/16/2012	Common Stock	6,000
Options to Purchase	\$ 14.205	08/21/2006		M	6,000	<u>(4)</u> 05/15/2013	Common Stock	6,000
Options to Purchase	\$ 18.9405	08/21/2006		M	6,000	<u>(5)</u> 05/13/2014	Common Stock	6,000
Options to Purchase	\$ 32.57	08/21/2006		M	3,000	<u>(6)</u> 05/17/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINEN ROGER J JR SOUTHPOINTE 275 TECHNOLOGY DRIVE CANONSBURG, PA 15317		X		

Signatures

Lisa M. O'Connor,
Attorney-in-Fact

08/23/2006

__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) Includes 900 Deferred Stock Units.
- (2) The trade was executed in a series of transactions with a price range of \$47.10 to \$47.37, with a weighted average price of \$47.20.
- (3) The option grant of 24,000 shares vests 25% annually in equal installments beginning on 05/16/03, the first anniversary of the grant date.
- (4) The option grant of 24,000 shares vests 25% annually in equal installments beginning on 05/14/04, the first anniversary of the grant date.
- (5) The option grant of 24,000 shares vests 25% annually in equal installments beginning on 05/13/2005, the first anniversary of the grant date.
- (6) The option grant of 12,000 shares vests 25% annually in equal installments beginning on 05/17/06, 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.