

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>MORBY JACQUELINE C</u><br><br>(Last) (First) (Middle)<br><u>125 HIGH STREET</u><br><u>SUITE 2500</u><br><br>(Street)<br><u>BOSTON MA 02110</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ANSYS INC [ ANSS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/16/2004</u>    |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 08/16/2004                           |  | s                              |   | 2,000   | D          | \$45.52 | 16,500  | D  |   |
| Common Stock                    | 08/17/2004                           |  | s                              |   | 1,000   | D          | \$44.15 | 15,500  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Options to Purchase                        | \$14.084   |                                      |  |                                |   |  |     | (1)  | 05/09/2011      | Common 3,000  |  | 3,000  | D   |  |
| Options to Purchase                        | \$25.735   |                                      |  |                                |   |  |     | (2)  | 05/16/2012      | Common 6,000  |  | 6,000  | D   |  |
| Options to Purchase                        | \$28.41  |                                      |  |                                |   |  |     | (3)  | 05/15/2013      | Common 12,000   |  | 12,000   | D   |  |
| Options to Purchase                        | \$37.881   |                                      |  |                                |   |  |     | (4)  | 05/13/2014      | Common 12,000   |  | 12,000   | D   |  |

**Explanation of Responses:**

- 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 5/9/05. On 8/11/04 the reporting person exercised 9,000 shares of this option leaving a 3,000 share balance.
- 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 5/16/06. On 8/11/04 the reporting person exercised 6,000 shares of this option leaving a 6,000 share balance.
- 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 5/15/07.
- 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 5/13/08.

Jacqueline C. Morby 08/18/2004  
By: Thomas P. Alber, 08/18/2004  
Attorney-in-Fact  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.