Diouane Marc Form 4 November 17, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person *

Diouane Marc

(First) (Middle)

140 KENDRICK STREET

(Street)

(Ctota)

(7:-

4. If Amendment, Date Original

CORP [PMTC] 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

PARAMETRIC TECHNOLOGY

(Month/Day/Year) 11/15/2011

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title . _ Other (specify below)

EVP Global Services & Partners

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEEDHAM, MA 02494

(City)	(State)	Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/15/2011		M	43,923	A	\$ 0 (1)	43,923	D	
Common Stock	11/15/2011		F	6,442 (2)	D	\$ 21.27	37,481	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.

Edgar Filing: Diouane Marc - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De Sec (In

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)	ransactionDerivative ode Securities		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
Restricted Stock Units	<u>(1)</u>	11/15/2011		M		11,446	(3)	(3)	Common Stock	11,446
Restricted Stock Units	<u>(1)</u>	11/15/2011		M		10,965	<u>(4)</u>	<u>(4)</u>	Common Stock	10,965
Restricted Stock Units	(1)	11/15/2011		M		8,574	<u>(5)</u>	<u>(5)</u>	Common Stock	8,574
Restricted Stock Units	(1)	11/15/2011		M		6,469	<u>(6)</u>	<u>(6)</u>	Common Stock	6,469
Restricted Stock Units	(1)	11/15/2011		M		6,469	<u>(7)</u>	<u>(7)</u>	Common Stock	6,469

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Director 10% Owner Officer Othe

Diouane Marc

140 KENDRICK STREET EV NEEDHAM, MA 02494

EVP Global Services & Partners

Signatures

Catherine Gorecki by power of attorney filed 11/17/2011

**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).

Reporting Owners 2

Edgar Filing: Diouane Marc - Form 4

- (1) Each restricted stock unit represents a contingent right to receive one share of Parametric Technology Corporation common stock.
- (2) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 43,923 shares of the Reporting Person's restricted stock unit awards on November 15, 2011.
- (3) Time-based restricted stock units that vested as to 11,447 RSUs on November 15, 2009 and 11,447 RSUs on November 15, 2010 and 11,446 RSUs on November 15, 2011.
- (4) Time-based restricted stock units that vested as to 10,965 RSUs on November 15, 2010 and 10,965 RSUs on November 15, 2011 and will vest as to 10,964 RSUs on November 15, 2012.
- (5) Time-based restricted stock units that vested as to 8,574 RSUs on November 15, 2011 and will vest as to 8,573 RSUs on November 15, 2012 and 8,573 RSUs on November 15, 2013.
- Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 6,469 RSUs on November 15, 2011 and will vest as to 6,469 RSUs on November 15, 2012 and 6,468 RSUs on November 15, 2013.
- (7) Time-based restricted stock units that vested as to 6,469 RSUs on November 15, 2011 and will vest as to 6,469 RSUs on November 15, 2012 and 6,468 RSUs on November 15, 2013.
- (8) This amount represents the total number of derivative securities beneficially owned of the class shown.

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.