

Diouane Marc  
 Form 4  
 November 17, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Diouane Marc

2. Issuer Name and Ticker or Trading Symbol  
 PARAMETRIC TECHNOLOGY CORP [PMTC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 140 KENDRICK STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP Global Services & Partners

NEEDHAM, MA 02494  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2011		M		43,923	A	\$ 0 <sup>(1)</sup>
Common Stock	11/15/2011		F		6,442 <sub>(2)</sub>	D	\$ 21.27

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

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- (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.
- (6) 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.

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