#### Edgar Filing: PARAMETRIC TECHNOLOGY CORP - Form 4

#### PARAMETRIC TECHNOLOGY CORP

Form 4

November 07, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

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

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HEPPELMANN JAMES E Issuer Symbol PARAMETRIC TECHNOLOGY (Check all applicable) CORP [PMTC] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 140 KENDRICK STREET 11/05/2012 President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEEDHAM, MA 02494 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, 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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	`	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)
Common Stock	11/05/2012		M	30,000 (1)	A	\$ 11.475	307,508	D	
Common Stock	11/05/2012		S	40,000 (1)	D	\$ 20.9676 (2)	267,508	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: PARAMETRIC TECHNOLOGY CORP - Form 4

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 or 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 Amor Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Employee Stock Option	\$ 11.475	11/05/2012		M		30,000	(3)	03/03/2014	Common Stock	30
Restricted Stock Units	<u>(4)</u>	11/05/2012		A	90,391		<u>(5)</u>	<u>(5)</u>	Common Stock	90
Restricted Stock Units	<u>(4)</u>	11/05/2012		A	135,587		<u>(6)</u>	<u>(6)</u>	Common Stock	13

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
HEPPELMANN JAMES E 140 KENDRICK STREET NEEDHAM, MA 02494	X		President and CEO				

## **Signatures**

Catherine Gorecki by power of attorney filed 11/2/2007 11/07/2012

\*\*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) Options exercised and shares sold pursuant to a pre-established Rule 10b5-1(c) trading plan.
- This transaction was executed in multiple trades at prices ranging from \$20.765 to \$21.19. The price reported above reflects the weighted (2) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The options became exercisable as to 30,000 shares on each of March 3, 2005, 2006, 2007 and 29,999 shares on March 3, 2008.
- (4) Each restricted stock unit represents a contingent right to each of one share of Parametric Technology Corporation common stock.
- (5) Performance-based restricted stock units that will be earned only to the extent the established performance criteria for each of the three performance periods are met. The restricted stock units earned will vest as to (i) up to one-third of the units awarded on the later of November 15, 2013 and the date the Compensation Committee determines the performance criteria have been achieved, (ii) up to a total of two-thirds of the units awarded on the later of November 15, 2014 and the date the Compensation Committee determines the

Reporting Owners 2

### Edgar Filing: PARAMETRIC TECHNOLOGY CORP - Form 4

performance criteria have been achieved, and (iii) up to all of the units awarded on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved.

- (6) Time-based restricted stock units that vest in three substantially equal increments on each of November 15, 2013, November 15, 2014 and November 15, 2015.
- (7) This amount represents the total number of derivative securities benefically 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.