

PTC INC.  
Form 4  
November 19, 2013

**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 \*  
**HEPPELMANN JAMES E**

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

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PTC INC. [PMTC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2013

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)  
President and CEO

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	(D)	Price
Common Stock	11/15/2013		M		344,758	A	\$ 0
Common Stock	11/15/2013		F		162,730 (1)	D	\$ 32.37
					682,654	D	
					519,924	D	

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

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(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	11/15/2013		M	120,028	(3) (3)	Common Stock 120,028
Restricted Stock Units	(2)	11/15/2013		M	26,255	(4) (4)	Common Stock 26,255
Restricted Stock Units	(2)	11/15/2013		M	26,255	(5) (5)	Common Stock 26,255
Restricted Stock Units	(2)	11/15/2013		M	43,473	(6) (6)	Common Stock 43,473
Restricted Stock Units	(2)	11/15/2013		M	28,324	(7) (7)	Common Stock 28,324
Restricted Stock Units	(2)	11/15/2013		M	28,982	(8) (8)	Common Stock 28,982
Restricted Stock Units	(2)	11/15/2013		M	26,245	(9) (9)	Common Stock 26,245
Restricted Stock Units	(2)	11/15/2013		M	45,196	(10) (10)	Common Stock 45,196

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

11/19/2013

\_\_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) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 344,758 shares of the Reporting Person's restricted stock unit awards on November 15, 2013.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.  
Performance-based RSUs granted on October 1, 2010 that are earned only to the extent the established performance criteria are met. The performance criteria for the first period were achieved and 120,028 RSUs vested on November 15, 2013. Up to half of the remaining
- (3) RSUs are eligible to vest on the later of November 15, 2014 and the date the Compensation Committee determines the extent to which the second period performance criteria have been met. Up to all of the remaining RSUs are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the extent to which the third period performance criteria have been met.
- (4) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 26,256 RSUs on November 15, 2011 and November 15, 2012 and vested as to 26,255 RSUs on November 15, 2013.
- (5) Time-based restricted stock units that vested as to 26,256 RSUs on November 15, 2011 and November 15, 2012 and vested as to 26,255 RSUs on November 15, 2013.  
Performance-based restricted stock units that may be earned only to the extent the established performance criteria are met. The performance criteria for the first period were met and 43,473 RSUs vested on November 15, 2013. The remaining RSUs will vest on the
- (6) later of November 15, 2014 and the date the Compensation Committee determines the extent to which the performance criteria for the second period have been achieved.
- (7) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 28,324 RSUs on November 15, 2012 and November 15, 2013 and will vest as to 28,323 RSUs on November 15, 2014.
- (8) Time-based restricted stock awards that vested as to 28,982 RSUs on November 15, 2012 and November 15, 2013 and will vest as to 28,981 RSUs on November 15, 2014.  
Performance-based restricted stock units that are earned only to the extent the established performance criteria for each of the three performance periods are met. The criteria were met in part for the first period and 26,245 RSUs vested on November 15, 2013. Up to a
- (9) total of two-thirds of the units awarded (less any vested for the first period) are eligible to vest on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria for the second period have been achieved and up to all of the units awarded are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria for the third period have been achieved.
- (10) Time-based restricted stock awards that vested as to 45,196 RSUs on November 15, 2013 and will vest as to 45,196 RSUs on November 15, 2014 and 45,195 RSUs on November 15, 2015.
- (11) 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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