PARAMETRIC TECHNOLOGY CORP

Form 4 March 02, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

January 31,

0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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response...

Form 5 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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARX OSCAR B III			2. Issuer Name and Ticker or Trading Symbol PARAMETRIC TECHNOLOGY CORP [PMTC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	, ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006					X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) IRWINDALE, CA 91706-2058						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	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)		
Common Stock	03/01/2006			A	16,000 (1)	A	\$0	30,500 (2)	D		
Common Stock								40 (2)	I	by reporting person's spouse as custodian	

for a minor relative

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

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 control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				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
Stock Option (right to buy)	\$ 73.672	03/01/2006		M	0 (3)	02/13/1998(4)	02/13/2007	Common Stock	4,000
Stock Option (right to buy)	\$ 73.5158	03/01/2006		M	0 (3)	02/12/1999(6)	02/12/2008	Common Stock	4,000
Stock Option (right to buy)	\$ 35.4688	03/01/2006		M	0 (3)	02/11/2000 <u>(7)</u>	02/11/2009	Common Stock	6,000
Stock Option (right to buy)	\$ 57.3438	03/01/2006		M	0 (3)	02/10/2001(8)	02/10/2010	Common Stock	6,000
Stock Option (right to buy)	\$ 25.625	03/01/2006		M	0 (3)	06/20/2001(9)	06/20/2010	Common Stock	12,000
Stock Option (right to buy)	\$ 39.2188	03/01/2006		M	0 (<u>3)</u>	02/15/2002(10)	02/15/2011	Common Stock	6,000
•	\$ 12.575	03/01/2006		M		09/20/2002(11)	09/20/2011		40,000

Stock Option (right to buy)				0 (3)		Common Stock	
Stock Option (right to buy)	\$ 8.5	03/01/2006	M	0 (3)	05/30/2003 <u>(12)</u> 05/30/2012	Common Stock	20,000
Stock Option (right to buy)	\$ 4.975	03/01/2006	M	0 (3)	02/13/2004(13) 02/13/2013	Common Stock	7,500
Stock Option (right to buy)	\$ 11.475	03/01/2006	M	0 (3)	03/03/2005(14) 03/03/2014	Common Stock	10,000

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MARX OSCAR B III C/O AMERIGON INCORPORATED 5462 IRWINDALE AVENUE IRWINDALE, CA 91706-2058	X					

Signatures

Christopher J. MacKrell by power of attorney filed herewith 03/02/2006

Explanation of Responses:

**Signature of Reporting Person

- * 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) Restricted stock award to Reporting Person with restrictions on the shares lapsing as to one-third of such shares on each of February 15, 2007, February 15, 2008 and February 15, 2009.

Date

- (2) Adjusted to reflect the 2 for 5 reverse stock split effective February 28, 2006.
- (3) This option was previously reported and is now being reported to reflect the 2 for 5 reverse stock split effective February 28, 2006.
- Option to buy 4,000 shares of common stock, exercisable in four annual increments of 1,000 each beginning on 2/13/1998, the first anniversary of the date of grant.
- This amount represents the total number of Derivative Securities Beneficially Owned of the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 115,500 Options to Purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).
- Option to buy 4,000 shares of common stock, exercisable in four annual increments of 1,000 each beginning on 2/12/1999, the first anniversary of the date of grant.

Reporting Owners 3

- (7) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/11/2000, the first anniversary of the date of grant.
- (8) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/10/2001, the first anniversary of the date of grant.
- (9) Option to buy 12,000 shares of common stock, exercisable in four annual increments of 3,000 each beginning on 6/20/2001, the first anniversary of the date of grant.
- (10) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/15/2002, the first anniversary of the date of grant.
- (11) Option to buy 40,000 shares of common stock, exercisable in four annual increments of 10,000 each beginning on 9/20/2002, the first anniversary of the date of grant.
- Option to buy 20,000 shares of common stock, exercisable in four annual increments of 5,000 each beginning on 5/30/2003, the first anniversary of the date of grant.
- (13) Option to buy 7,500 shares of common stock, exercisable as to 2,500 shares on each of 2/13/2005, 2/13/2006 and 2/13/2007.
- Option to buy 10,000 shares of common stock, exercisable in four annual increments of 2,500 each beginning on 3/3/2005, the first anniversary of the date of grant.

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.