

PARAMETRIC TECHNOLOGY CORP
 Form 4
 November 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
 CUNNINGHAM PAUL J

(Last) (First) (Middle)

C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK STREET

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2007

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)
 EVP Worldwide Sales

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/07/2007 | | D | 7,969 (1) | \$ 0 | D | |
| Common Stock | 11/07/2007 | | A | 16,147 (2) | \$ 18.58 | D | |
| Common Stock | 11/07/2007 | | A | 40,194 (3) | \$ 18.58 | D | |
| Common Stock | 11/07/2007 | | A | 40,194 (4) | \$ 18.58 | D | |

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Compensation Committee determines the 2008 Metrics have been achieved, (ii) November 9, 2009 and (iii) November 9, 2010.

- (4) Restricted stock award subject to time-based restrictions that lapse as to 13,398 shares on November 7, 2008, 13,398 shares on November 7, 2009 and 13,398 shares on November 7, 2010.

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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