

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 July 02, 2012

**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 \*  
**HARRISON C RICHARD**

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)  
**06/30/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Chairman**

**NEEDHAM, MA 02494**

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/30/2012                           |  | M                              |   | 171,110   | A  | \$ 0 <sup>(1)</sup>               |
| Common Stock                    | 06/30/2012                           |  | F                              |   | 62,371 <sup>(2)</sup>   | D  | \$ 20.96                          |

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.**

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 06/30/2012                           |  | M                              | 46,975  | (3) (3)  | Common Stock  | 46,975                        |
| Restricted Stock Units                     | (1)  | 06/30/2012                           |  | M                              | 77,160  | (4) (4)  | Common Stock  | 77,160                        |
| Restricted Stock Units                     | (1)  | 06/30/2012                           |  | M                              | 46,975  | (5) (5)  | Common Stock  | 46,975                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| HARRISON C RICHARD<br>140 KENDRICK STREET<br>NEEDHAM, MA 02494 | X             |           | Executive Chairman |       |

## Signatures

Catherine Gorecki by power of attorney filed 11/2/2007 07/02/2012

\_\_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) 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 171,110 shares of the Reporting Person's restricted stock unit awards on June 30, 2012.
- (3) Time-based restricted stock units that vested as to 46,976 RSUs on November 15, 2010, 46,976 RSUs on November 15, 2011 and 46,975 RSUs on June 30, 2012.
- (4) Time-based restricted stock units that vested as to 77,160 RSUs on September 30, 2011 and 77,160 RSUs on June 30, 2012.
- (5)

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Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 46,976 RSUs on November 15, 2010, 46,976 RSUs on November 15, 2011 and 46,975 RSUs on June 30, 2012.

(6) 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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