

Miller Andrew  
Form 4  
November 16, 2018

**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 \*  
Miller Andrew

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

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)  
11/14/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Financial Officer

NEEDHAM, MA 02494

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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	11/15/2018		M		81,855	A	\$ 0
Common Stock	11/15/2018		F		34,720 <u>(1)</u>	D	\$ 89.4
					128,845	D	
					94,125	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 Share
Restricted Stock Units	(2)	11/15/2018		M		3,949		(3)	(3)	Common Stock	3,949
Restricted Stock Units	(2)	11/15/2018		M		10,531		(4)	(4)	Common Stock	10,531
Restricted Stock Units	(2)	11/15/2018		M		8,028		(5)	(5)	Common Stock	8,028
Restricted Stock Units	(2)	11/15/2018		M		6,519		(6)	(6)	Common Stock	6,519
Restricted Stock Units	(2)	11/14/2018		A		30,688		(7)	(7)	Common Stock	30,688
Restricted Stock Units	(2)	11/15/2018		M		30,688		(7)	(7)	Common Stock	30,688
Restricted Stock Units	(2)	11/14/2018		A		16,056		(8)	(8)	Common Stock	16,056
Restricted Stock Units	(2)	11/15/2018		M		16,056		(8)	(8)	Common Stock	16,056
Restricted Stock Units	(2)	11/14/2018		A		6,084		(9)	(9)	Common Stock	6,084
Restricted Stock Units	(2)	11/15/2018		M		6,084		(9)	(9)	Common Stock	6,084
Restricted Stock Units	(2)	11/14/2018		A		17,523		(10)	(10)	Common Stock	17,523

