

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 November 17, 2011

**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)  
**11/15/2011**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2011		M		185,027	A	\$ 0 <sup>(1)</sup>
Common Stock	11/15/2011		F		77,250 <sup>(2)</sup>	D	\$ 21.27

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

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SEC 1474 (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)	11/15/2011		M	91,075	(3) (3)	Common Stock	91,075
Restricted Stock Units	(1)	11/15/2011		M	46,976	(4) (4)	Common Stock	46,976
Restricted Stock Units	(1)	11/15/2011		M	46,976	(5) (5)	Common Stock	46,976

## Reporting Owners

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

## Signatures

Catherine Gorecki by power of attorney filed 11/2/2007 11/17/2011

\_\_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 185,027 shares of the Reporting Person's restricted stock unit awards on November 15, 2011.
- (3) Time-based restricted stock units that vested as to 91,076 RSUs on November 15, 2009 and 91,076 RSUs on November 15, 2010 and 91,075 RSUs on November 15, 2011.
- (4) Time-based restricted stock units that vested as to 46,976 RSUs on November 15, 2010 and 46,976 RSUs on November 15, 2011 and will vest as to 46,975 RSUs on November 15, 2012.

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- (5) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 46,976 RSUs on November 15, 2010 and 46,976 RSUs on November 15, 2011 and will vest as to 46,975 RSUs on November 15, 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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