

PTC INC.
Form 4
November 17, 2015

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 *
HEPPELMANN JAMES E

(Last) (First) (Middle)
140 KENDRICK STREET
(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2015

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)
President and CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/15/2015 | | M | | 265,639 | A | \$ 0 |
| Common Stock | 11/15/2015 | | F | | 120,967 | D | \$ 35.16 |

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 | (2) | 11/15/2015 | | M | 60,323 | (3) (3) | Common Stock | 60,323 |
| Restricted Stock Units | (2) | 11/15/2015 | | M | 59,654 | (4) (4) | Common Stock | 59,654 |
| Restricted Stock Units | (2) | 11/15/2015 | | M | 75,024 | (5) (5) | Common Stock | 75,024 |
| Restricted Stock Units | (2) | 11/15/2015 | | M | 49,232 | (6) (6) | Common Stock | 49,232 |
| Restricted Stock Units | (2) | 11/15/2015 | | M | 21,356 | (7) (7) | Common Stock | 21,356 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEPPELMANN JAMES E 140 KENDRICK STREET NEEDHAM, MA 02494 | X | | President and CEO | |

Signatures

Catherine Gorecki by power of attorney filed 11/2/2007 11/17/2015

__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).

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- (1) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 265,639 shares of the Reporting Person's restricted stock unit awards on November 15, 2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) Performance-based RSUs awarded on October 1, 2010 that vested as to 120,028 RSUs on November 15, 2013, as to 120,027 RSUs on November 15, 2014 and as to 60,323 RSUs on November 15, 2015.
- (4) RSUs awarded on October 1, 2010 that vested as to 59,654 RSUs on November 15, 2015.
- (5) RSUs awarded on November 5, 2012 that vested in three substantially equal annual installments on November 15, 2013, 2014 and 2015.
- (6) RSUs awarded on November 11, 2013 that vest in three substantially equal annual installments on November 15, 2014, 2015 and 2016.
- (7) RSUs awarded on November 10, 2014 that vest in three substantially equal installments on November 15, 2015, 2016 and 2017.
- (8) 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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