

Diouane Marc
 Form 3
 October 06, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Diouane Marc | | (Month/Day/Year) | PARAMETRIC TECHNOLOGY CORP [PMTC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 140 KENDRICK STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP Global Services | |
| NEEDHAM,Â MAÂ 02494 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|--------------|------------|----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 3,857 (7) | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 22,893 (7) | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 32,894 (7) | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 4,484 (7) | \$ 0 (2) | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 11/15/2011 | Common Stock | 4,000 (7) | \$ 20.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Diouane Marc 140 KENDRICK STREET NEEDHAM, MA 02494 | Â | Â | Â EVP Global Services | Â |

Signatures

Catherine Gorecki by power of attorney filed
10/6/2010

10/06/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock units granted on November 7, 2007 that will vest on November 15, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of Parametric Technology Corporation common stock.
- (3) Restricted stock units granted on May 13, 2009 that will vest as to 11,447 RSUs on November 15, 2010 and 11,446 RSUs on November 15, 2011.
- (4) Restricted stock units granted on November 3, 2009 that will vest as to 10,965 RSUs on November 15, 2010, 10,965 RSUs on November 15, 2011, and 10,964 RSUs on November 15, 2012.
- (5) Restricted stock units granted on November 7, 2007 that will vest as to 4,484 RSUs on November 15, 2010.
- (6) Employee stock option granted 5/30/2002 that vested in four equal annual installments of 1,000 shares each on November 15, 2002, 2003, 2004 and 2005. The option is exercisable in full.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.