

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 *
 COHEN BARRY F

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)
 EVP Strategy

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/15/2011 | | M | | 87,239 A \$ 0 ⁽¹⁾ | 217,898 | D |
| Common Stock | 11/15/2011 | | F | | 36,425 ⁽²⁾ D \$ 21.27 | 181,473 | D |

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 | 31,751 | (3) (3) | Common Stock | 31,751 |
| Restricted Stock Units | (1) | 11/15/2011 | | M | 16,377 | (4) (4) | Common Stock | 16,377 |
| Restricted Stock Units | (1) | 11/15/2011 | | M | 16,377 | (5) (5) | Common Stock | 16,377 |
| Restricted Stock Units | (1) | 11/15/2011 | | M | 11,367 | (6) (6) | Common Stock | 11,367 |
| Restricted Stock Units | (1) | 11/15/2011 | | M | 11,367 | (7) (7) | Common Stock | 11,367 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| COHEN BARRY F 140 KENDRICK STREET NEEDHAM, MA 02494 | | | EVP Strategy | |

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).

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- (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 87,239 shares of the Reporting Person's restricted stock unit awards on November 15, 2011.
- (3) Time-based restricted stock units that vested as to 31,752 RSUs on November 15, 2009 and 31,752 RSUs on November 15, 2010 and 31,751 RSUs on November 15, 2011.
- (4) Time-based restricted stock units that vested as to 16,377 RSUs on November 15, 2010 and 16,377 RSUs on November 15, 2011 and will vest as to 16,377 RSUs on November 15, 2012.
- (5) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 16,377 RSUs on November 15, 2010 and 16,377 RSUs on November 15, 2011 and will vest as to 16,377 RSUs on November 15, 2012.
- (6) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 11,367 RSUs on November 15, 2011 and will vest as to 11,367 RSUs on November 15, 2012 and 11,366 RSUs on November 15, 2013.
- (7) Time-based restricted stock units that vested as to 11,367 RSUs on November 15, 2011 and will vest as to 11,367 RSUs on November 15, 2012 and 11,366 RSUs on November 15, 2013.
- (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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