

VON STAATS AARON C

Form 4

November 07, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VON STAATS AARON C

2. Issuer Name **and** Ticker or Trading
Symbol
PARAMETRIC TECHNOLOGY
CORP [PMTCT]

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)
11/05/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
CVP, General Counsel, Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	11/05/2012	A		19,029		(2)	(2)	Common Stock	19,029
Restricted Stock Units	(1)	11/05/2012	A		28,544		(3)	(3)	Common Stock	28,544

Reporting Owners

Reporting Owner Name / Address

Relationships

VON STAATS AARON C
140 KENDRICK STREET
NEEDHAM, MA 02494

Director 10% Owner Officer Other

CVP, General Counsel, Secretary

Signatures

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

11/07/2012

__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 each of one share of Parametric Technology Corporation common stock.
Performance-based restricted stock units that will be earned only to the extent the established performance criteria for each of the three performance periods are met. The restricted stock units earned will vest as to (i) up to one-third of the units awarded on the later of November 15, 2013 and the date the Compensation Committee determines the performance criteria have been achieved, (ii) up to a total of two-thirds of the units awarded on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria have been achieved, and (iii) up to all of the units awarded on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved.
- (3) Time-based restricted stock units that vest in three substantially equal increments on each of November 15, 2013, November 15, 2014 and November 15, 2015.
- (4) 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.