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PARAMETRIC TECHNOLOGY CORP

Form 4

November 16, 2009

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MOSES CORNELIUS F III Issuer Symbol PARAMETRIC TECHNOLOGY (Check all applicable) CORP [PMTC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) 140 KENDRICK STREET 11/15/2009 Chief Financial Officer, EVP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEEDHAM, MA 02494 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	, , ,		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/15/2009		M	80,002	A	\$ 0 (1)	256,514	D	
Common Stock	11/15/2009		F	32,378 (2)	D	\$ 16.1	224,136	D	

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

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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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	11/15/2009		M	41,235	(3)	(3)	Common Stock	41,235	\$
Restricted Stock Units	\$ 0 (1)	11/15/2009		M	38,767	<u>(4)</u>	<u>(4)</u>	Common Stock	38,767	\$

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

MOSES CORNELIUS F III 140 KENDRICK STREET NEEDHAM, MA 02494

Chief Financial Officer, EVP

Signatures

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

11/16/2009

**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.
- Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 80,002 shares of the Reporting Person's May 13, 2009 restricted stock unit awards.
- (3) Performance-based restricted stock units that vested on November 15, 2009 upon achievement of the performance criteria.
- (4) Time-based restricted stock units that vested as to 38,767 RSUs on November 15, 2009 and vest as to 38,767 RSUs on November 15, 2010 and 38,767 RSUs on November 15, 2011.
- (5) 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.

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