

PTC INC.

Form 4

November 17, 2016

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 *
COHEN BARRY F

(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)
11/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

EVP, Chief Strategy Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	11/15/2016		M	61,948 A \$ 0	164,316	D	
Common Stock	11/15/2016		F	27,213 (1) D \$ 47.53	137,103	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	11/15/2016		M	19,434	(3) (3)	Common Stock 19,434
Restricted Stock Units	(2)	11/15/2016		A	5,648	(4) (4)	Common Stock 5,648
Restricted Stock Units	(2)	11/15/2016		M	5,648	(5) (5)	Common Stock 5,648
Restricted Stock Units	(2)	11/15/2016		M	8,430	(6) (6)	Common Stock 8,430
Restricted Stock Units	(2)	11/15/2016		A	17,904	(7) (7)	Common Stock 17,904
Restricted Stock Units	(2)	11/15/2016		M	17,904	(8) (8)	Common Stock 17,904
Restricted Stock Units	(2)	11/15/2016		M	10,532	(9) (9)	Common Stock 10,532

Reporting Owners

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

Signatures

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

11/17/2016

**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) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 61,948 shares of the Reporting Person's restricted stock unit awards on November 15, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) RSUs awarded on November 11, 2013 that vested in three substantially equal annual installments on November 15, 2014, 2015 and 2016.

Performance-based restricted stock units awarded on November 10, 2014 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2015, September 30, 2016 and September 30, 2017. The performance measure for the first period was not met and no RSUs were earned. The performance measure for the second performance period was met at 67% and 5,648 RSUs were earned.
- (4) Performance-based restricted stock units awarded on November 10, 2014 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2015, September 30, 2016 and September 30, 2017. The performance measure for the first period was not met and no RSUs were earned. The performance measure for the second performance period was met at 67% and 5,648 RSUs vested.
- (5) RSUs awarded on November 10, 2014 that vest in three substantially equal installments on November 15, 2015, 2016 and 2017.

Performance-based restricted stock units awarded on November 2, 2015 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2016, September 30, 2017 and September 30, 2018. The performance measure for the first period was met at 170% and 17,904 RSUs were earned.
- (6) Performance-based restricted stock units awarded on November 2, 2015 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2016, September 30, 2017 and September 30, 2018. The performance measure for the first period was met at 170% and 17,904 RSUs vested.
- (7) RSUs awarded on November 2, 2015 that vest in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (8) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (9) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (10) 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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