

Miller Andrew
Form 4
November 17, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Andrew

(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)
11/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Chief Financial 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/15/2017		M		85,071	A \$ 0	143,011 D
Common Stock	11/15/2017		F		38,547 (1)	D \$ 63.92	104,464 D

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

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information contained in this form are not
required to respond unless the form
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	(2)	11/15/2017		M			9,281	(3)	(3)	Common Stock	9,281
Restricted Stock Units	(2)	11/15/2017		A		21,625		(4)	(4)	Common Stock	21,625
Restricted Stock Units	(2)	11/15/2017		M			21,625	(4)	(4)	Common Stock	21,625
Restricted Stock Units	(2)	11/15/2017		M			10,532	(5)	(5)	Common Stock	10,532
Restricted Stock Units	(2)	11/15/2017		A		19,411		(6)	(6)	Common Stock	19,411
Restricted Stock Units	(2)	11/15/2017		M			19,411	(6)	(6)	Common Stock	19,411
Restricted Stock Units	(2)	11/15/2017		M			8,028	(7)	(7)	Common Stock	8,028
Restricted Stock Units	(2)	11/15/2017		A		11,847		(8)	(8)	Common Stock	11,847
Restricted Stock Units	(2)	11/15/2017		M			3,949	(8)	(8)	Common Stock	3,949
Restricted Stock Units	(2)	11/15/2017		A		12,245		(9)	(9)	Common Stock	12,245
Restricted Stock Units	(2)	11/15/2017		M			12,245	(9)	(9)	Common Stock	12,245

Restricted
Stock
Units

(2)

11/15/2017

A

19,555

(10)

(10)

Common
Stock

19,555

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miller Andrew 140 KENDRICK STREET NEEDHAM, MA 02494	EVP, Chief Financial Officer

Signatures

/s/Deanna Osganian by power of attorney filed
11/14/2017

11/17/2017

____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 85,071 shares of the Reporting Person's restricted stock unit awards on November 15, 2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) RSUs awarded on February 9, 2015 that vested in three substantially equal annual installments on November 15, 2015, 2016 and 2017.
- (4) Performance-based RSUs granted on February 9, 2015 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 100% and 21,625 RSUs were earned and vested.
- (5) RSUs granted on November 2, 2015 that vest in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (6) Performance-based RSUs granted on November 2, 2015 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 184.31% and 19,411 RSUs were earned and vested.
- (7) RSUs granted on October 31, 2016 that vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (8) Aspirational performance-based RSUs granted on October 31, 2016. The performance measure was met at 49.2% and 11,847 RSUs were earned. The RSUs earned vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (9) Performance-based RSUs granted on October 31, 2016 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 152.53% and 12,245 RSUs were earned and vested.
- (10) RSUs awarded on November 15, 2017 that vest in three substantially equal installments on November 15, 2018, 2019 and 2020.
- (11) 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.