

Gremley Robert C
Form 4
November 16, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gremley Robert C

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)
11/15/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Chief Marketing Officer

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 Ownership (Instr. 4)
Common Stock	11/15/2009		M	31,926	A	\$ 0 (1)	55,830 D
Common Stock	11/15/2009		F	10,138 (2)	D	\$ 16.1	45,692 D

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
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: Gremley Robert C - Form 4

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. I. De. Sec. (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Restricted Stock Units	\$ 0 ⁽¹⁾	11/15/2009		M	6,259	⁽³⁾ ⁽³⁾	Common Stock 6,259	\$
Restricted Stock Units	\$ 0 ⁽¹⁾	11/15/2009		M	4,485	⁽⁴⁾ ⁽⁴⁾	Common Stock 4,485	\$
Restricted Stock Units	\$ 0 ⁽¹⁾	11/15/2009		M	12,210	⁽⁵⁾ ⁽⁵⁾	Common Stock 12,210	\$
Restricted Stock Units	\$ 0 ⁽¹⁾	11/15/2009		M	8,972	⁽⁶⁾ ⁽⁶⁾	Common Stock 8,972	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gremley Robert C 140 KENDRICK STREET NEEDHAM, MA 02494	EVP, Chief Marketing Officer

Signatures

Catherine Gorecki by power of attorney filed 11/16/2009
3/13/2009

**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.

(2) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 31,926 shares of the Reporting Person's restricted stock unit awards.

(3) Performance-based restricted stock units that vested on November 15, 2009 upon achievement of the performance criteria.

Edgar Filing: Gremley Robert C - Form 4

- (4) Time-based restricted stock units that vested as to 4,486 RSUs on November 15, 2008, 4,485 RSUs on November 15, 2009 and vest as to 4,485 RSUs on November 15, 2010.
- (5) Time-based restricted stock units that vested as to 12,210 RSUs on November 15, 2009 and vest as to 12,210 RSUs on November 15, 2010 and 12,210 RSUs on November 15, 2011.
- (6) Time-based restricted stock units that vested as to 8,972 RSUs on November 15, 2009 and vest as to 4,484 RSUs on November 15, 2010.
- (7) 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.