

PARAMETRIC TECHNOLOGY CORP

Form 4/A

November 02, 2010

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARRISON C RICHARD**

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)  
**10/29/2010**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**Executive Chairman**

**NEEDHAM, MA 02494**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**11/01/2010**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 10/29/2010                              |   | S                                    | (A)<br>or<br>(D)<br>D   | 312,046<br>(1)<br>\$ 21.4131   | 985,058   | 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)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |  |
|---|---|---|---|---|---|--|---|------------------------------------|--|
|   |   |   |   |   |   | Date<br>Exercisable  | Expiration<br>Date  | Title                              | Amount<br>or<br>Number<br>of<br>Shares |
|   |   |   |   |   |   | Code   | V   | (A)                                | (D)                                    |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 12.575   |   |   |   |   | (2)  | 09/20/2011  | Common<br>Stock                    | 7,954                                  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| HARRISON C RICHARD<br>140 KENDRICK STREET<br>NEEDHAM, MA 02494 | X             |           | Executive Chairman |       |

## Signatures

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

11/02/2010

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) This amendment to Form 4 is being filed to note that the shares sold were sold pursuant to a pre-established Rule 10b5-1(c) trading plan. This information is unchanged and is repeated as the information is required to file the form. Employee stock option granted September 20, 2001, exercisable as to 80,000 shares on September 20, 2002, 79,999 shares on September 20, 2003, 79,999 shares on September 20, 2004 and 80,000 shares on September 20, 2005.
- (3) This amendment to Form 4 is being filed to report the correct 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.