

PARAMETRIC TECHNOLOGY CORP

Form 4

May 14, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEPPELMANN JAMES E**

(Last) (First) (Middle)

**C/O PARAMETRIC  
TECHNOLOGY CORP, 140  
KENDRICK ST.**

(Street)

**NEEDHAM, MA 02494**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol**PARAMETRIC TECHNOLOGY  
CORP [PMTC]**3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/13/2009**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 below) ☐ Other (specify below)  
**President and COO**6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<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<br>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: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |

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. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>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) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 05/13/2009                              |                                                             | A                                       |                                                                                                           | 191,326                                                        |     | (2)                                                                 | (2)                | Common<br>Stock | 191,326                          |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 05/13/2009                              |                                                             | A                                       |                                                                                                           | 191,326                                                        |     | (3)                                                                 | (3)                | Common<br>Stock | 191,326                          |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 05/13/2009                              |                                                             | A                                       |                                                                                                           | 72,225                                                         |     | (4)                                                                 | (4)                | Common<br>Stock | 72,225                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                      |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer              | Other |
| HEPPELMANN JAMES E<br>C/O PARAMETRIC TECHNOLOGY CORP<br>140 KENDRICK ST.<br>NEEDHAM, MA 02494 | X             |           | President<br>and COO |       |

## Signatures

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

05/14/2009

\_\_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.

Performance-based restricted stock units subject to subsequent time-based restrictions. The restricted stock units will be earned only to the extent the established performance criteria are met. The restricted stock units finally earned will vest as to one-third of such units on each of (i) the latter of November 15, 2009 or the date the Compensation Committee determines the performance criteria have been achieved, (ii) November 15, 2010 and (iii) November 15, 2011.

(3) Time-based restricted stock units that vest in three substantially equal increments on each of November 15, 2009, November 15, 2010, and November 15, 2011.

Restricted stock units granted under the Company's Executive Incentive Plan for the second half of 2009. The restricted stock units will vest only to the extent the established performance criteria are met. The restricted stock units finally earned will vest on the later of November 15, 2009 or the date the Compensation Committee determines the extent to which the performance criteria have been achieved.

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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