

Diouane Marc
 Form 4
 November 19, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Diouane Marc

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)
 11/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Global Services & Partners

NEEDHAM, MA 02494

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

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/15/2012 | | M | | 49,086 A \$ 0 ⁽¹⁾ | 54,036 | D |
| Common Stock | 11/15/2012 | | F | | 8,003 ⁽²⁾ D \$ 19.22 | 46,033 | D |

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

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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) | 8. Deemed Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 10,964 | <u>(3)</u> | <u>(3)</u> | Common Stock | 10,964 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 8,573 | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,573 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 6,469 | <u>(5)</u> | <u>(5)</u> | Common Stock | 6,469 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 7,141 | <u>(6)</u> | <u>(6)</u> | Common Stock | 7,141 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 1,260 | <u>(7)</u> | <u>(7)</u> | Common Stock | 1,260 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 6,469 | <u>(8)</u> | <u>(8)</u> | Common Stock | 6,469 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 6,978 | <u>(9)</u> | <u>(9)</u> | Common Stock | 6,978 |
| Restricted Stock Units | <u>(1)</u> | 11/15/2012 | | M | 1,232 | <u>(10)</u> | <u>(10)</u> | Common Stock <u>(10)</u> | 1,232 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Diouane Marc 140 KENDRICK STREET NEEDHAM, MA 02494 | | | EVP Global Services & Partners | |

Signatures

Catherine Gorecki by power of attorney filed
10/6/2010

11/19/2012

__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 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 49,086 shares of the Reporting Person's restricted stock unit awards on November 15, 2012.
- (3) Time-based restricted stock units that vested as to 10,965 RSUs on November 15, 2010 and November 15, 2011 and 10,964 RSUs on November 15, 2012.
- (4) Time-based restricted stock units that vested as to 8,574 RSUs on November 15, 2011 and 8,573 RSUs on November 15, 2012 and will vest as to 8,573 RSUs on November 15, 2013.
- (5) Time-based restricted stock units that vested as to 6,469 RSUs on November 15, 2011 and November 15, 2012 and will vest as to 6,468 RSUs on November 15, 2013.
- (6) Time-based restricted stock units that vested as to 7,141 RSUs on November 15, 2012 and will vest as to 7,140 RSUs on November 15, 2013 and November 15, 2014.
- (7) Time-based restricted stock units that vested as to 1,260 RSUs on November 15, 2012 and will vest as to 1,260 RSUs on November 15, 2013 and November 15, 2014.
- (8) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 6,469 RSUs on November 15, 2011 and November 15, 2012 and will vest as to 6,468 RSUs on November 15, 2013.
- (9) Performance-based restricted stock units subject to subsequent to time-based restrictions that vested as to 6,978 RSUs on November 15, 2012 and will vest as to 6,978 RSUs on November 15, 2013 and November 15, 2014.
- (10) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 1,232 RSUs on November 15, 2012 and will vest as to 1,231 RSUs on November 15, 2013 and November 15, 2014.
- (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.

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