

PTC INC.  
Form 3  
April 02, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Cohen Matthew Lessner		(Month/Day/Year)	PTC INC. [PTC]	
(Last)	(First)	(Middle)	04/01/2014	
140 KENDRICK STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEEDHAM,Â MAÂ 02494			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP Global Services	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	2,016 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	1,970 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	4,254 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	3,964 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	2,536 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	4,664 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	4,664 (10)	\$ 0 (1)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	264 (10)	\$ 0 (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Matthew Lessner 140 KENDRICK STREET NEEDHAM, MA 02494	Â	Â	Â EVP Global Services	Â

## Signatures

Catherine Gorecki by power of attorney filed 04/02/2014  
4/2/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 PTC Inc. common stock.
  - (2) Time-based restricted stock units granted on November 1, 2011 that vested as to 2,016 RSUs on each of November 15, 2012 and November 15, 2013 and will vest as to 2,016 RSUs on November 15, 2014.
  - (3) Performance-based restricted stock units subject to subsequent time-based restrictions granted on November 1, 2011 that vested as to 1,970 RSUs on each of November 15, 2012 and November 15, 2013 and will vest as to 1,970 RSUs on November 15, 2014.
  - (4) Performance-based restricted stock units granted on November 5, 2012 that may be earned only to the extent the established performance criteria are met. All of the RSUs were eligible to be earned at the end of the first year and would vest in three substantially equal installments on each of November 15, 2013, November 15, 2014 and November 15, 2015. 5,077 of the RSUs granted were earned for the first period and 1,692 RSUs vested on November 15, 2013 and 1,692 RSUs and 1,693 RSUs will vest on November 15, 2014 and November 15, 2015, respectively. RSUs not earned in the first year are eligible to vest in the subsequent years based on achievement of

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performance criteria established for those years. All RSUs earned in subsequent periods will vest over the applicable remaining service period.

- (5) Time-based restricted stock units granted on March 6, 2013 that vested as to 1,982 RSUs on November 15, 2013 and will vest as to 1,982 RSUs on each of November 15, 2014 and November 15, 2015.
- (6) Time-based restricted stock units granted on March 6, 2013 that vested as to 1,269 RSUs on November 15, 2013 and will vest as to 1,268 RSUs on each of November 15, 2014 and November 15, 2015.  
Performance-based restricted stock units granted on November 11, 2013 that may be earned only to the extent the established performance criteria for each of the three performance periods are met. Approximately one-third of the RSUs are eligible to be earned for each of 2014, 2015 and 2016 and to vest on November 15th of the applicable year. RSUs not earned in a year are eligible to be earned in subsequent years.
- (7) Performance-based restricted stock units granted on November 11, 2013 that may be earned only to the extent the established performance criteria for each of the three performance periods are met. Approximately one-third of the RSUs are eligible to be earned for each of 2014, 2015 and 2016 and to vest on November 15th of the applicable year. RSUs not earned in a year are eligible to be earned in subsequent years.
- (8) Time-based restricted stock units granted November 11, 2013 that vest in three substantially equal installments on each of November 15, 2014, 2015 and 2016.
- (9) Time-based restricted stock units granted February 15, 2014 that vest in three equal installments on each of November 15, 2014, 2015 and 2016.
- (10) 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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