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PARAMETRIC TECHNOLOGY CORP  
Form S-8 POS  
September 22, 2005

As filed with the Securities and Exchange Commission on September 22, 2005

Registration Nos. 333-55800, 333-93729, 333-72783

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

PARAMETRIC TECHNOLOGY CORPORATION  
(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction  
of incorporation)

04-2866152  
(I.R.S. Employer  
Identification No.)

140 Kendrick Sreet, Needham, Massachusetts 02494  
(Address of Principal Executive Offices) (Zip Code)

1997 NONSTATUTORY STOCK OPTION PLAN  
(Full Title of the Plan)

Aaron C. von Staats  
Senior Vice President, General Counsel & Clerk  
Parametric Technology Corporation  
140 Kendrick Street  
Needham, Massachusetts 02494  
(Name and address of agent for service)

(781) 370-5000  
(Telephone number, including area code, of agent for service)

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Deregistration of Shares

Parametric Technology Corporation ("PTC") filed the following Registration Statements on Form S-8 with the Securities and Exchange Commission relating to the registration of shares of PTC Common Stock, \$.01 par value per share (the "Common Stock"), authorized for issuance under PTC's 1997 Nonstatutory Stock Option Plan: Registration Statement No. 333-55800 on February 16, 2001, 9,500,000 shares of Common Stock; Registration Statement No. 333-93729 on

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December 29, 1999, 6,300,000 shares of Common Stock; and Registration Statement No. 333-72783 on February 22, 1999, 13,000,000 shares of Common Stock.

PTC has terminated further offerings under the 1997 Nonstatutory Stock Option Plan and hereby removes from registration all 9,500,000 shares of Common Stock registered under Registration Statement No. 333-55800, all 6,300,000 shares of Common Stock registered under Registration Statement No. 333-93729 and 5,436,249 shares of Common Stock registered under Registration Statement No. 333-72783, in each case that either have not been issued previously or are not subject to outstanding stock options.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Needham, Massachusetts, on the 21st day of September, 2005.

PARAMETRIC TECHNOLOGY CORPORATION

By: /s/ C. Richard Harrison  
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C. Richard Harrison  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
(i) Principal Executive Officer:		
/s/ C. Richard Harrison ----- C. Richard Harrison	Chief Executive Officer, President and Director	September 21, 2005
(ii) Principal Financial and Accounting Officer:		
/s/ Cornelius F. Moses, III ----- Cornelius F. Moses, III	Executive Vice President & Chief Financial Officer	September 21, 2005
(iii) Board of Directors:		
/s/ Noel G. Posternak ----- Noel G. Posternak	Chairman of the Board of Directors	September 21, 2005

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/s/ Robert N. Goldman                      Director                      September 21, 2005

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Robert N. Goldman

/s/ Donald K. Grierson                      Director                      September 21, 2005

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Donald K. Grierson

/s/ Oscar B. Marx, III                      Director                      September 21, 2005

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Oscar B. Marx, III

/s/ Joseph M. O'Donnell                      Director                      September 21, 2005

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Joseph M. O'Donnell

/s/ Michael E. Porter                      Director                      September 21, 2005

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Michael E. Porter