

PARAMETRIC TECHNOLOGY CORP
Form 4
February 19, 2008

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 *
HEPPELMANN JAMES E

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Product Officer, EVP

C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK ST.

(Street)

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

NEEDHAM, MA 02494

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/15/2008		S	880 ⁽¹⁾ D	\$ 16.0401	359,649	D
Common Stock	02/15/2008		S	780 ⁽¹⁾ D	\$ 16.08	358,869	D
Common Stock	02/15/2008		S	100 ⁽¹⁾ D	\$ 16.0801	358,769	D
Common Stock	02/15/2008		S	880 ⁽¹⁾ D	\$ 16.1	357,889	D
	02/15/2008		S	860 ⁽¹⁾ D	\$ 16.12	357,029	D

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Common Stock							
Common Stock	02/15/2008	S	20 ⁽¹⁾	D	\$ 16.1201	357,009	D
Common Stock	02/15/2008	S	1,760 ⁽¹⁾	D	\$ 16.15	355,249	D
Common Stock	02/15/2008	S	880 ⁽¹⁾	D	\$ 16.16	354,369	D
Common Stock	02/15/2008	S	880 ⁽¹⁾	D	\$ 16.18	353,489	D
Common Stock	02/15/2008	S	880 ⁽¹⁾	D	\$ 16.19	352,609	D
Common Stock	02/15/2008	S	880 ⁽¹⁾	D	\$ 16.2601	351,729	D

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEPPELMANN JAMES E C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST.			Chief Product Officer,	

NEEDHAM, MA 02494

EVP

Signatures

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

02/19/2008

__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) Shares sold pursuant to a pre-established Rule 10b5-1(c) trading plan, which shares were sold to satisfy tax obligations incurred in connection with the vesting of restricted shares on February 15, 2008.

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.