

Ranaldi Robert
 Form 3
 May 03, 2011

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 and Ticker or Trading Symbol | |
| Â Ranaldi Robert | | (Month/Day/Year) | PARAMETRIC TECHNOLOGY CORP [PMTC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 140 KENDRICK STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEEDHAM,Â MAÂ 02494 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP Worldwide Sales | |

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 | 4,613 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 | 4,578 | \$ (1) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 15,350 | \$ (1) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 17,122 | \$ (1) | D | Â |
| Employee Stock Options (right to buy) | Â (5) | 05/20/2013 | Common Stock | 5,000 (6) | \$ 7.725 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ranaldi Robert 140 KENDRICK STREET NEEDHAM, MA 02494 | Â | Â | Â EVP Worldwide Sales | Â |

Signatures

Catherine Gorecki by power of attorney filed 05/03/2011
5-3-2011

__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 Parametric Technology Corporation common stock.
- (2) Time-based Restricted Stock Units that vested as to 4,579 RSUs on each of November 15, 2009 and November 15, 2010 and vest as to 4,578 RSUs on November 15, 2011.
- (3) Time-based Restricted Stock Units that vested as to 7,676 RSUs on November 15, 2010 and vest as to 7,675 RSUs on each of November 15, 2011 and November 15, 2012.
- (4) Time-based Restricted Stock Units that vest as to 5,708 RSUs on each of November 15, 2011 and November 15, 2012, and 5,706 RSUs on November 15, 2013.
- (5) Employee Stock Options granted on May 20, 2003 that vested in four equal installments of 5,000 shares each on May 20, 2004, 2005, 2006 and 2007.
- (6) 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. 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.