

PTC INC.

Form 3

October 09, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Gremley Robert C

(Last) (First) (Middle)

140 KENDRICK STREET

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2015

3. Issuer Name and Ticker or Trading Symbol
PTC INC. [PTC]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP, Technology Platforms

5. 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**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

A

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)

Date Exercisable Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	8,622	\$ (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	5,691	\$ (1)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	11,660	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	5,830	\$ (1)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	15,173	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gremley Robert C 140 KENDRICK STREET NEEDHAM,Â MAÂ 02494	Â	Â	Â EVP, Technology Platforms	Â

Signatures

Catherine Gorecki by power of attorney filed
3/13/2009

10/09/2015

**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 one share of PTC Inc. common stock.

(2) Service-based RSUs awarded on November 5, 2012. These RSUs will vest on November 15, 2015.

Performance-based restricted stock units awarded on November 5, 2012 that may be earned only to the extent the established performance criteria are met. These RSUs are eligible to vest to the extent the performance criteria are met on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved.

(4) Service-based RSUs awarded on November 11, 2013. These RSUs vest in three substantially equal annual installments. These remaining two installments will vest on each of November 15, 2015 and November 15, 2016.

Performance-based restricted stock units awarded on November 11, 2013 that may be earned only to the extent the established performance criteria are met. Half of these RSUs are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the extent to which the performance criteria have been achieved. The remaining RSUs are eligible to vest on the later of November 15, 2016 and the date the Compensation Committee determines the extent to which the performance criteria for the period have been achieved.

(6) Service-based RSUs awarded on November 10, 2014. These RSUs vest in three substantially equal annual installments on each of November 15, 2015, November 15, 2016 and November 15, 2017.

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.