

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 May 30, 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 \*  
 POSTERNAK NOEL G

2. Issuer Name and Ticker or Trading Symbol  
 PARAMETRIC TECHNOLOGY CORP [PMTIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/29/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

100 CHARLES RIVER PLZ

(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

BOSTON, MA 02414

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount Price     |   |  |                                   |
| Common Stock                    | 05/29/2008                           |  | M                              |   | 50,000 A \$ 12.575 | 194,776   | D  |                                   |
| Common Stock                    | 05/29/2008                           |  | M                              |   | 30,000 A \$ 8.5    | 224,776   | D  |                                   |
| Common Stock                    | 05/29/2008                           |  | S                              |   | 24,331 D \$ 18.95  | 200,445   | D  |                                   |
| Common Stock                    | 05/29/2008                           |  | S                              |   | 300 D \$ 18.955    | 200,145   | D  |                                   |
| Common Stock                    | 05/29/2008                           |  | S                              |   | 1,930 D \$ 18.96   | 198,215   | D  |                                   |

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|              |            |   |        |   |           |         |   |
|--------------|------------|---|--------|---|-----------|---------|---|
| Common Stock | 05/29/2008 | S | 200    | D | \$ 18.965 | 198,015 | D |
| Common Stock | 05/29/2008 | S | 1,550  | D | \$ 18.97  | 196,465 | D |
| Common Stock | 05/29/2008 | S | 400    | D | \$ 18.98  | 196,065 | D |
| Common Stock | 05/29/2008 | S | 100    | D | \$ 18.985 | 195,965 | D |
| Common Stock | 05/29/2008 | S | 200    | D | \$ 18.99  | 195,765 | D |
| Common Stock | 05/29/2008 | S | 43,889 | D | \$ 19     | 151,876 | D |
| Common Stock | 05/29/2008 | S | 2,100  | D | \$ 19.01  | 149,776 | D |
| Common Stock | 05/29/2008 | S | 4,700  | D | \$ 19.02  | 145,076 | D |
| Common Stock | 05/29/2008 | S | 300    | D | \$ 19.025 | 144,776 | D |

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

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SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 12.575  | 05/29/2008                           |  | M                              | 50,000  | 09/20/2002 <sup>(1)</sup> 09/20/2011                     | Common Stock  | 50,000                     |
| Stock Option (right to buy)                | \$ 8.5   | 05/29/2008                           |  | M                              | 30,000  | 05/30/2003 <sup>(2)</sup> 05/30/2012                     | Common Stock  | 30,000                     |

buy)

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| POSTERNAK NOEL G<br>100 CHARLES RIVER PLZ<br>BOSTON, MA 02414 |               |           | X       |       |

## Signatures

Catherine Gorecki by power of attorney filed  
3/6/2008

05/30/2008

\_\_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) Employee stock option granted on 9/20/2001, exercisable as to 12,500 shares on 9/20/2002, 12,500 shares on 9/20/2003, 12,500 shares on 9/20/2004 and 12,500 shares on 9/20/2005.
- (2) Employee stock option granted on 5/30/2002, exercisable as to 7,500 shares on 5/30/2003, 7,500 shares on 5/30/2004, 7,500 shares on 5/30/2005 and 7,500 shares on 5/30/2006.
- (3) This amount represents the total number of derivative securities of the class shown beneficially owned.

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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