

PARAMETRIC TECHNOLOGY CORP

Form 4

November 03, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRISON C RICHARD

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)
11/02/2006

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

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 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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/02/2006		S	1,000 (1) D \$ 18.31	641,138	D	
Common Stock	11/02/2006		S	1,731 (1) D \$ 18.32	639,407	D	
Common Stock	11/02/2006		S	3,855 (1) D \$ 18.35	635,552	D	
Common Stock	11/02/2006		S	300 (1) D \$ 18.36	635,252	D	
	11/02/2006		S	D	633,949	D	

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Common Stock				1,303 (1)	\$	18.37	
Common Stock	11/02/2006	S	692	(1)	D	\$ 18.45	633,257 D
Common Stock	11/02/2006	S	2,734	(1)	D	\$ 18.5	630,523 D
Common Stock	11/02/2006	S	2,042	(1)	D	\$ 18.52	628,481 D
Common Stock	11/02/2006	S	10,941	(1)	D	\$ 18.55	617,540 D
Common Stock	11/02/2006	S	1,000	(1)	D	\$ 18.7	616,540 D
Common Stock	11/02/2006	S	443	(1)	D	\$ 18.73	616,097 D
Common Stock	11/02/2006	S	1,300	(1)	D	\$ 18.76	614,797 (2) 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 24.8438	11/02/2006		M		<u>0</u> (3)		<u>(4)</u>	09/10/2008	Common Stock	399,999
Employee stock option	\$ 32.9688	11/02/2006		M		<u>0</u> (3)		<u>(6)</u>	09/14/2010	Common Stock	299,999

(right to
buy)

Employee

stock

option

\$ 12.575

11/02/2006

M

0
(3)(7)

09/20/2011

Common
Stock

320,000

(right to
buy)

Employee

stock

option

\$ 8.5

11/02/2006

M

0
(3)(8)

05/30/2012

Common
Stock

239,999

(right to
buy)

Employee

stock

option

\$ 4.975

11/02/2006

M

0
(3)(9)

02/13/2013

Common
Stock

199,999

(right to
buy)

Employee

stock

option

\$ 4.975

11/02/2006

M

0
(3)(10)

02/13/2013

Common
Stock

319,999

(right to
buy)

Employee

stock

option

\$ 11.475

11/02/2006

M

0
(3)(11)

03/03/2014

Common
Stock

319,999

(right to
buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

HARRISON C RICHARD
C/O PARAMETRIC TECHNOLOGY CORP
140 KENDRICK ST.
NEEDHAM, MA 02494

X

President

Signatures

/s/ C. Richard
Harrison

11/02/2006

**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 that provided for the sale at market prices of a specified percentage of the Reporting Person's July 27, 2005 restricted stock award in order to satisfy current tax withholding obligations associated with the vesting of a portion of such restricted stock award.
- (2) Adjusted to reflect the 2 for 5 reverse stock split of the company's Common Stock effective February 28, 2006.
- (3) This option was previously reported and is now being reported (as currently outstanding) to reflect the 2 for 5 reverse stock split of the Company's Common Stock effective February 28, 2006.
- (4) Employee stock option granted 9/10/1998, exercisable as to 100,001 shares on 9/10/1999, 100,000 shares on 9/10/2000, 99,999 shares on 9/10/2001, and 99,999 shares on 9/10/2002.
- (5) This amount represents the total number of Derivative Securities Beneficially Owned by the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 2,099,994 Options to purchase Common Stock of varying classes (i.e. varying exercise process and expiration dates).
- (6) Employee stock option granted on 9/14/2000, exercisable as to 75,000 shares on 9/14/2001, 75,000 shares on 9/14/2002, 75,000 shares on 9/14/2003 and 74,999 shares on 9/14/2004.
- (7) Employee stock option granted 9/20/2001, exercisable as to 80,001 shares on 9/20/2002, 80,000 shares on 9/20/2003, 79,999 shares on 9/20/2004 and 80,000 shares on 9/20/2005.
- (8) Employee stock option granted 5/20/2002, exercisable as to 60,000 shares on 5/30/2003, 60,000 shares on 5/30/2004, 60,001 shares on 5/30/2005 and 59,998 shares on 5/30/2006.
- (9) Employee stock option granted on 2/13/2003, exercisable as to 66,667 shares on 2/13/2004, 66,667 shares on 2/13/2005 and 66,665 shares on 2/13/2006.
- (10) Employee stock option granted 2/13/2003, exercisable as to 80,000 shares on 2/13/2004, 80,000 shares on 2/13/2005, 80,000 shares on 2/13/2006 and 79,999 shares on 2/13/2007.
- (11) Employee stock option granted 3/3/2004, exercisable as to 80,000 shares on 3/3/2005, 80,000 shares on 3/3/2006, 80,000 shares on 3/3/2007 and 79,999 shares on 3/3/2008.

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