Diouane Marc Form 4 March 09, 2011

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Diouane Marc

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

140 KENDRICK STREET

(Street)

(State)

(Month/Day/Year)

NEEDHAM, MA 02494

2. Issuer Name and Ticker or Trading

Symbol

PARAMETRIC TECHNOLOGY CORP [PMTC]

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

03/09/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year)

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

Security

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities**

1

OMB APPROVAL

OMB 3235-0287 Number:

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

EVP Global Services

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

5. Amount of 6. Ownership Securities Form: Direct Beneficially

(D) or Indirect Beneficial Owned (I) Following (Instr. 4)

SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

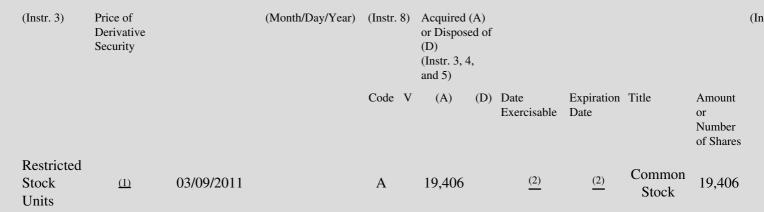
Indirect

(Instr. 3 and 4)

De

Sec

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Diouane Marc

140 KENDRICK STREET EVP Global Services

NEEDHAM, MA 02494

Signatures

Catherine Gorecki by power of attorney filed 10/6/2010 03/09/2011

**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) 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 vest in three substantially equal increments on each of November 15, 2011, November 15, 2012, and November 15, 2013.

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.

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