

Mitford Kathleen  
 Form 4  
 November 16, 2018

**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 \*  
 Mitford Kathleen

(Last) (First) (Middle)  
 140 KENDRICK STREET  
 (Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PTC INC. [PTC]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/14/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 EVP, Products

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 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  | (A) or (D)   | Price                             |
| Common Stock                    | 11/15/2018                           |  | M                              |   | 8,059   | A  | \$ 0                              |
| Common Stock                    | 11/15/2018                           |  | F                              |   | 2,377<br><u>(2)</u>   | D  | \$ 89.4                           |
|                                 |                                      |  |                                |   | 13,955  | (1)  | D                                 |

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 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                              |
| Restricted Stock Units                     | (3)  | 11/15/2018                           |  | M                              |   | (4) (4)  | Common Stock 1,843  |
| Restricted Stock Units                     | (3)  | 11/15/2018                           |  | M                              |   | (5) (5)  | Common Stock 2,459  |
| Restricted Stock Units                     | (3)  | 11/15/2018                           |  | M                              |   | (6) (6)  | Common Stock 1,304  |
| Restricted Stock Units                     | (3)  | 11/14/2018                           |  | A                              | 1,236   | (7) (7)  | Common Stock 1,236  |
| Restricted Stock Units                     | (3)  | 11/15/2018                           |  | M                              |   | (7) (7)  | Common Stock 1,236  |
| Restricted Stock Units                     | (3)  | 11/14/2018                           |  | A                              | 1,217   | (8) (8)  | Common Stock 1,217  |
| Restricted Stock Units                     | (3)  | 11/15/2018                           |  | M                              |   | (8) (8)  | Common Stock 1,217  |
| Restricted Stock Units                     | (3)  | 11/14/2018                           |  | A                              | 10,713 (10)   | (10) (10)  | Common Stock 10,713   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Mitford Kathleen<br>140 KENDRICK STREET<br>NEEDHAM, MA 02494 |               |           | EVP, Products |       |

## Signatures

/s/Catherine Gorecki by power of attorney filed  
3/9/2018

11/16/2018

\_\_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) Includes 150 shares acquired under Employee Stock Purchase Plan on July 31, 2018.
- (2) Tendered to Issuer to satisfy tax withholding obligations of the Reporting Person incurred in connection with the vesting of the Reporting Person's restricted stock unit awards on November 15, 2018.
- (3) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (4) RSUs granted on November 2, 2015 that vested in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (5) RSUs granted on October 31, 2016 that vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (6) RSUs granted on November 15, 2017 that vest in three substantially equal installments on November 15, 2018, 2019 and 2020.
- (7) Performance-based RSUs granted on February 28, 2017 that could be earned only to the extent the established performance measure was met for the performance period ended September 30, 2018. The performance measure was met and 1236 RSUs were earned and vested.  
Performance-based RSUs granted on November 15, 2017 that could be earned only to the extent the established performance measure was met for the performance period ended September 30, 2018. The performance measure was met at 93.34% and 1217 RSUs were earned and vested.
- (9) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (10) RSUs granted on November 14, 2018 that vest in three substantially equal installments on November 15, 2019, 2020 and 2021.

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.