#### PARAMETRIC TECHNOLOGY CORP

Form 4/A March 02, 2006

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

0.5

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obligations may continue. See Instruction

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(b).

PORTER MICHAEL E Symbol PARA			Symbol PARAM	suer Name <b>and</b> Ticker or Trading ol AMETRIC TECHNOLOGY P. [PMTC]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006			_X_ Director Officer (give below)		Owner er (specify		
(City)	(State)	(Zip)	4. If Amendment, Date Original Filed(Month/Day/Year) 03/02/2006				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  uired, Disposed of, or Beneficially Owned			
(City)	(State)	(Zip)	Table	: I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)
Common Stock	03/01/2006			A	12,000 (1)	A	\$0	100,400 (2)	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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 73.672	03/01/2006		M	0 (3)	02/13/1998(4)	02/13/2007	Common Stock	4,000
Stock Option (right to buy)	\$ 60	03/01/2006		M	0 (3)	06/05/1997 <u>(6)</u>	05/15/2007	Common Stock	20,000
Stock Option (right to buy)	\$ 60.3908	03/01/2006		M	0 (3)	04/06/1998(7)	01/06/2008	Common Stock	19,200
Stock Option (right to buy)	\$ 73.5158	03/01/2006		M	0 (3)	02/12/1999 <u>(8)</u>	02/12/2008	Common Stock	4,000
Stock Option (right to buy)	\$ 36.4063	03/01/2006		M	0 (3)	10/20/1998 <u>(9)</u>	07/20/2008	Common Stock	12,000
Stock Option (right to buy)	\$ 35.4688	03/01/2006		M	0 (3)	02/11/2000(10)	02/11/2009	Common Stock	6,000
Stock Option (right to buy)	\$ 57.3438	03/01/2006		M	0 (3)	02/10/2001(11)	02/10/2010	Common Stock	6,000
Stock Option (right to buy)	\$ 25.625	03/01/2006		M	0 (3)	06/20/2001(12)	06/20/2010	Common Stock	24,000
	\$ 39.2188	03/01/2006		M		02/15/2002(13)	02/15/2011		6,000

Stock Option (right to buy)				0 (3)		Common Stock
Stock Option (right to buy)	\$ 32.5	03/01/2006	M	0 (3)	05/16/2001 <u>(14)</u> 05/16/2006	Common Stock 8,000
Stock Option (right to buy)	\$ 12.575	03/01/2006	M	0 (3)	09/20/2002 <sup>(15)</sup> 09/20/2011	Common Stock 60,000
Stock Option (right to buy)	\$ 8.5	03/01/2006	M	0 (3)	05/30/2003 <u>(16)</u> 05/30/2012	Common Stock 20,000
Stock Option (right to buy)	\$ 5.25	03/01/2006	M	0 (3)	09/19/2002 <u>(17)</u> 09/19/2007	Common Stock 12,000
Stock Option (right to buy)	\$ 4.975	03/01/2006	M	0 (3)	02/13/2004(18) 02/13/2013	Common Stock 10,000
Stock Option (right to buy)	\$ 11.475	03/01/2006	M	0 (3)	03/03/2005(19) 03/03/2014	Common Stock 10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
PORTER MICHAEL E						
	X					

# **Signatures**

Christopher J. MacKrell by power of attorney filed	03/02/2006
herewith	00,02,2000
**Cignature of Reporting Person	Date

Reporting Owners 3

## **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) Restricted stock award to Reporting Person with restrictions on the shares lapsing as to one-third of such shares on each of February 15, 2007, February 15, 2008 and February 15, 2009.
- (2) Adjusted to reflect the 2 for 5 reverse stock split effective February 28, 2006.
- (3) This option was previously reported and is now being reported to reflect the 2 for 5 reverse stock split effective February 28, 2006.
- Option to buy 4,000 shares of common stock, exercisable in four annual increments of 1,000 each beginning on 2/13/1998, the first anniversary of the date of grant.
- This amount represents the total number of Derivative Securities Beneficially Owned of the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 221,200 Options to Purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).
- Option to buy 20,000 shares of common stock, exercisable as to 4,000 shares on 6/5/1997, 4,000 shares on 6/6/1997, 4,000 shares on 9/5/1997, 4,000 shares on 12/5/1997 and 4,000 shares on 3/5/1998.
- Option to buy 19,200 shares of common stock, exercisable as to 4,800 shares on 4/6/1998, 4,800 shares on 7/6/1998, 4,800 shares on 1/6/1999.
- (8) Option to buy 4,000 shares of common stock, exercisable in four annual increments of 1,000 each beginning on 2/12/1999, the first anniversary of the date of grant.
- (9) Option to buy 12,000 shares of common stock, exercisable as to 2,400 shares on 10/20/1998, 2,400 shares on 1/20/1999, 2,400 shares on 4/20/1999, 2,400 shares on 7/20/1999 and 2,400 shares on 10/20/1999.
- (10) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/11/2000, the first anniversary of the date of grant.
- (11) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/10/2001, the first anniversary of the date of grant.
- (12) Option to buy 24,000 shares of common stock, exercisable in four annual increments of 6,000 each beginning on 6/20/2001, the first anniversary of the date of grant.
- Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/15/2002, the first anniversary of the date of grant.
- (14) Option to buy 8,000 shares of common stock, exercisable as to 4,000 shares on 5/16/2001 and 4,000 shares on 7/16/2001.
- Option to buy 60,000 shares of common stock, exercisable in four annual increments of 15,000 each beginning on 9/20/2002, the first anniversary of the date of grant.
- Option to buy 20,000 shares of common stock, exercisable in four annual increments of 5,000 each beginning on 5/30/2003, the first anniversary of the date of grant.
- (17) Option to buy 12,000 shares of common stock, exercisable as to 6,000 shares on 9/19/2002 and 6,000 shares on 3/19/2003.
- (18) Option to buy 10,000 shares of common stock, exercisable in four annual increments of 2,500 each beginning on 2/13/2004, the first anniversary of the date of grant.
- (19) Option to buy 10,000 shares of common stock, exercisable in four annual increments of 2,500 each beginning on 3/3/2005, the first anniversary of the date of grant.

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.