#### PARAMETRIC TECHNOLOGY CORP

Form 4 March 03, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

Common

Stock

03/01/2006

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading POSTERNAK NOEL G Issuer Symbol PARAMETRIC TECHNOLOGY (Check all applicable) CORP [PMTC] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 100 CHARLES RIVER PLZ 03/01/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02414 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct

Indirect (Instr. 3) Code Beneficially Beneficial (D) (D) or any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price

Code V 24,000 \$0 A A  $104,000^{(2)}$ D (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
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)	\$ 73.5158	03/01/2006		M	0 (3)	02/12/1999 <u>(6)</u>	02/12/2008	Common Stock	4,000
Stock Option (right to buy)	\$ 35.4688	03/01/2006		M	0 (3)	02/11/2000 <u>(7)</u>	02/11/2009	Common Stock	6,000
Stock Option (right to buy)	\$ 57.3438	03/01/2006		M	0 (3)	02/10/2001(8)	02/10/2010	Common Stock	6,000
Stock Option (right to buy)	\$ 25.625	03/01/2006		M	0 (3)	06/20/2001(9)	06/20/2010	Common Stock	30,000
Stock Option (right to buy)	\$ 39.2188	03/01/2006		M	0 (3)	02/15/2002(10)	02/15/2011	Common Stock	20,000
Stock Option (right to buy)	\$ 12.575	03/01/2006		M	0 (3)	09/20/2002(11)	09/20/2011	Common Stock	50,000
Stock Option (right to buy)	\$ 8.5	03/01/2006		M	0 (3)	05/30/2003(12)	05/30/2012	Common Stock	30,000
• /	\$ 4.975	03/01/2006		M		02/13/2004(13)	02/13/2013		30,000

Stock Option (right to buy)				0 (3)		Common Stock	
Stock Option (right to buy)	\$ 11.475	03/01/2006	М	0 (3)	03/03/2005(14) 03/03/2014	Common Stock	30,000

# **Reporting Owners**

Relationships					
ner Off	fficer O	ther			

# **Signatures**

Christopher J. MacKrell by power of attorney filed herewith

03/03/2006

\*\*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) 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 210,000 Options to Purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).
- 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.
- 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.
- (8) 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.
- (9) Option to buy 30,000 shares of common stock, exercisable in four annual increments of 7,500 each beginning on 6/20/2001, the first anniversary of the date of grant.
- (10) Option to buy 20,000 shares of common stock, exercisable in four annual increments of 5,000 each beginning on 2/15/2002, the first anniversary of the date of grant.
- (11) Option to buy 50,000 shares of common stock, exercisable in four annual increments of 12,500 each beginning on 9/20/2002, the first anniversary of the date of grant.

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- Option to buy 30,000 shares of common stock, exercisable in four annual increments of 7,500 each beginning on 5/30/2003, the first anniversary of the date of grant.
- (13) Option to buy 30,000 shares of common stock, exercisable in four annual increments of 7,500 each beginning on 2/13/2004, the first anniversary of the date of grant.
- (14) Option to buy 30,000 shares of common stock, exercisable in four annual increments of 7,500 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.