

PARAMETRIC TECHNOLOGY CORP

Form 4

November 06, 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 *
DIBONA ANTHONY

(Last) (First) (Middle)

**C/O PARAMETRIC
TECHNOLOGY CORP, 140
KENDRICK ST**

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**PARAMETRIC TECHNOLOGY
CORP [PMTG]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP,Global Maintenance Support

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/02/2006		M		10,000	A \$ 4.975	114,131 D
Common Stock	11/02/2006		M		10,000	A \$ 8.5	124,131 D
Common Stock	11/02/2006		M		10,000 (1)	A \$ 7.725	134,131 D
Common Stock	11/02/2006		S		20,000 (1)	D \$ 18.439	114,131 D
	11/02/2006		S		300 (1)	D \$ 18.3	113,831 D

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Common Stock							
Common Stock	11/02/2006	S	<u>2,500</u> (1)	D	\$ 18.31	111,331	D
Common Stock	11/02/2006	S	200 <u>(1)</u>	D	\$ 18.32	111,131	D
Common Stock	11/02/2006	S	<u>6,000</u> (1)	D	\$ 18.35	105,131	D
Common Stock	11/02/2006	S	<u>2,000</u> (1)	D	\$ 18.45	103,131	D
Common Stock	11/02/2006	S	<u>2,000</u> (1)	D	\$ 18.5	101,131	D
Common Stock	11/02/2006	S	912 <u>(1)</u>	D	\$ 18.54	100,219	D
Common Stock	11/02/2006	S	<u>7,800</u> (1)	D	\$ 18.55	92,419	D
Common Stock	11/02/2006	S	<u>2,800</u> (1)	D	\$ 18.56	89,619	D
Common Stock	11/02/2006	S	<u>1,138</u> (1)	D	\$ 18.57	88,481	D
Common Stock	11/02/2006	S	400 <u>(1)</u>	D	\$ 18.59	88,081	D
Common Stock	11/02/2006	S	<u>1,448</u> (1)	D	\$ 18.63	86,633	D
Common Stock	11/02/2006	S	<u>1,800</u> (1)	D	\$ 18.65	84,833	D
Common Stock	11/02/2006	S	702 <u>(2)</u>	D	\$ 18.67	84,131	D
Common Stock	11/02/2006	S	599 <u>(2)</u>	D	\$ 18.31	83,532	D
Common Stock	11/02/2006	S	<u>1,198</u> (2)	D	\$ 18.35	82,334	D
Common Stock	11/02/2006	S	599 <u>(2)</u>	D	\$ 18.45	81,735	D
Common Stock	11/02/2006	S	599 <u>(2)</u>	D	\$ 18.5	81,136	D
Common Stock	11/02/2006	S	<u>2,396</u> (2)	D	\$ 18.55	78,740 <u>(3)</u>	D
Common Stock	11/02/2006	S	599	D	\$ 18.71	78,141 <u>(3)</u>	D

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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)	\$ 8.5	11/02/2006		M	10,000	<u>(4)</u>	05/30/2012	Common Stock	10,000
Employee stock option (right to buy)	\$ 4.975	11/02/2006		M	10,000	<u>(6)</u>	02/13/2013	Common Stock	10,000
Employee stock option (right to buy)	\$ 7.725	11/02/2006		M	10,000	<u>(7)</u>	05/20/2013	Common Stock	10,000
Employee stock option (right to buy)	\$ 36.4063	11/02/2006		M	<u>0 (8)</u>	<u>(9)</u>	07/20/2008	Common Stock	43,750
Employee stock option (right to buy)	\$ 24.8438	11/02/2006		M	<u>0 (8)</u>	<u>(10)</u>	09/10/2008	Common Stock	14,000
Employee stock option	\$ 23.3595	11/02/2006		M	<u>0 (8)</u>	<u>(11)</u>	05/18/2010	Common Stock	14,000

(right to
buy)

Employee

stock

option

\$ 32.9688

11/02/2006

M

0
(8)(12)

09/14/2010

Common
Stock

12,000

(right to
buy)

Employee

stock

option

\$ 27.1875

11/02/2006

M

0
(8)(13)

10/16/2010

Common
Stock

4,000

(right to
buy)

Employee

stock

option

\$ 31.25

11/02/2006

M

0
(8)(14)

11/17/2010

Common
Stock

8,000

(right to
buy)

Employee

stock

option

\$ 12.575

11/02/2006

M

0
(8)(15)

09/20/2011

Common
Stock

30,000

(right to
buy)

Employee

stock

option

\$ 9.55

11/02/2006

M

0
(8)(16)

09/16/2013

Common
Stock

29,999

(right to
buy)

Employee

stock

option

\$ 11.475

11/02/2006

M

0
(8)(17)

03/03/2014

Common
Stock

69,999

(right to
buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

DIBONA ANTHONY
C/O PARAMETRIC TECHNOLOGY CORP
140 KENDRICK ST
NEEDHAM, MA 02494

EVP,Global Maintenance Support

Signatures

Christopher J. MacKrell pursuant to power of attorney filed July 6,
2005

11/06/2005

__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.
- 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) Employee stock option granted 5/30/2002, exercisable in four equal annual installments of 10,000 shares each beginning on 5/20/2003, the first anniversary of the date of grant.
- 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 265,748 Options to purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).
- (4) Employee stock option granted 2/13/2003, exercisable as to 3,334 shares on 2/13/2005 and 6,666 shares on 2/13/2006.
- (5) Employee stock option granted 5/20/2003, exercisable in four equal annual installments of 5,000 shares each beginning on 5/20/2004, the first anniversary of the date of grant.
- (6) 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.
- (7) Employee stock option granted 7/20/1998, exercisable as to 6,250 shares on 7/20/1999, 12,500 shares 7/20/2000, 12,500 shares on 7/20/2001 and 12,500 shares on 7/20/2002.
- (8) Employee stock option granted 9/10/1998, exercisable as to 2,000 shares on 9/10/1999, 4,000 shares on 9/10/2000, 4,000 shares on 9/10/2001 and 4,000 shares on 9/10/2002.
- (9) Employee stock option granted 5/18/2000, exercisable as to 7,000 shares on 5/18/2001 and 7,000 shares on 5/18/2002.
- (10) Employee stock option granted 9/14/2000, exercisable in four equal annual installments of 3,000 shares beginning 9/14/2001, the first anniversary of the date of grant.
- (11) Employee stock option granted 10/16/2000, exercisable in four equal annual installments of 1,000 shares each beginning on 10/16/2001, the first anniversary of the date of grant.
- (12) Employee stock option granted 11/17/2000, exercisable in four equal annual installments of 2,000 shares each beginning on 11/17/2001, the first anniversary of the date of grant.
- (13) Employee stock option granted 9/20/2001, exercisable in four equal annual installments of 7,500 shares each beginning on 9/20/2002, the first anniversary of the date of grant.
- (14) Employee stock option granted 9/16/2003, exercisable as to 7,501 shares on 9/16/2004, 7,500 shares on 9/16/2005, 7,499 shares on 9/16/2006 and 7,499 shares on 9/16/2007.
- (15) Employee stock option granted 3/3/2004, exercisable as to 17,500 shares on 3/3/2005, 17,500 shares 3/3/2006, 17,500 shares on 3/3/2007 and 17,499 shares on 3/3/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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