

Edgar Filing: PARAMETRIC TECHNOLOGY CORP - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOSES CORNELIUS F III			EVP, Chief Financial Officer	

Signatures

Christopher J. MacKrell pursuant to power of attorney filed July 29, 2005 11/07/2006

__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 that is subject to certain performance criteria under the Company's executive incentive performance plan for 2007 (the "2007 Metrics"). The restrictions on the shares that are finally earned under these criteria lapse on the later of November 9, 2007 or the date the Compensation Committee determines the 2007 Metrics have been achieved.
- (2) Restricted stock award subject to the same performance criteria used to determine the reporting person's fiscal 2007 restricted stock award bonus under the Company's executive incentive performance plan (the "2007 Metrics"). Shares earned under these criteria are then subject to time based restrictions that lapse as to one-third of such shares on each of (i) the later of November 9, 2007 or the date the Compensation Committee determines the 2007 Metrics have been achieved, (ii) November 9, 2008 and (iii) November 9, 2009.

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.