PARAMETRIC TECHNOLOGY CORP
Form 4/A
March 02, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 *
PORTER MICHAEL E

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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)		8 D S (I
				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 [6]	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 [8]	02/12/2008	Common Stock	4,000	
Stock Option (right to buy)	$ 36.4063	03/01/2006		M		0 [3]		10/20/1998 [9]	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[14]	05/16/2006	Common Stock	8,000
Stock Option (right to buy)	$ 12.575	03/01/2006	M	0 [3]	09/20/2002[15]	09/20/2011	Common Stock	60,000
Stock Option (right to buy)	$ 8.5	03/01/2006	M	0 [3]	05/30/2003[16]	05/30/2012	Common Stock	20,000
Stock Option (right to buy)	$ 5.25	03/01/2006	M	0 [3]	09/19/2002[17]	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 herewith	03/02/2006
**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.

(4) 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.

(5) 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).

(6) 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.

(7) 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 10/6/1998 and 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.

(13) 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.

(15) 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.

(16) 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.
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