

PARAMETRIC TECHNOLOGY CORP
Form 4
March 03, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POSTERNAK NOEL G

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
100 CHARLES RIVER PLZ
(Street)
BOSTON, MA 02414
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006
4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	03/01/2006		A		24,000 (1) \$ 0	D	104,000 (2)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 73.672	03/01/2006		M	<u>0</u> (3)	02/13/1998 ⁽⁴⁾ 02/13/2007	Common Stock	4,000
Stock Option (right to buy)	\$ 73.5158	03/01/2006		M	<u>0</u> (3)	02/12/1999 ⁽⁶⁾ 02/12/2008	Common Stock	4,000
Stock Option (right to buy)	\$ 35.4688	03/01/2006		M	<u>0</u> (3)	02/11/2000 ⁽⁷⁾ 02/11/2009	Common Stock	6,000
Stock Option (right to buy)	\$ 57.3438	03/01/2006		M	<u>0</u> (3)	02/10/2001 ⁽⁸⁾ 02/10/2010	Common Stock	6,000
Stock Option (right to buy)	\$ 25.625	03/01/2006		M	<u>0</u> (3)	06/20/2001 ⁽⁹⁾ 06/20/2010	Common Stock	30,000
Stock Option (right to buy)	\$ 39.2188	03/01/2006		M	<u>0</u> (3)	02/15/2002 ⁽¹⁰⁾ 02/15/2011	Common Stock	20,000
Stock Option (right to buy)	\$ 12.575	03/01/2006		M	<u>0</u> (3)	09/20/2002 ⁽¹¹⁾ 09/20/2011	Common Stock	50,000
Stock Option (right to buy)	\$ 8.5	03/01/2006		M	<u>0</u> (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

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- (12) 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.

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