

Cohen Matthew Lessner
 Form 4
 November 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Cohen Matthew Lessner

2. Issuer Name and Ticker or Trading Symbol
 PTC INC. [PTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 140 KENDRICK STREET

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2018

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

EVP, Field Operations

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEEDHAM, MA 02494

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	11/15/2018		M		53,000	A	\$ 0
Common Stock	11/15/2018		F		21,886 (1)	D	\$ 89.4
					81,371	D	
					59,485	D	

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

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SEC 1474
 (9-02)

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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
Restricted Stock Units	(2)	11/15/2018		M		2,678		(3)	(3)	Common Stock	2,678
Restricted Stock Units	(2)	11/15/2018		M		6,107		(4)	(4)	Common Stock	6,107
Restricted Stock Units	(2)	11/15/2018		M		5,445		(5)	(5)	Common Stock	5,445
Restricted Stock Units	(2)	11/15/2018		M		5,215		(6)	(6)	Common Stock	5,215
Restricted Stock Units	(2)	11/14/2018		A		17,798		(7)	(7)	Common Stock	17,798
Restricted Stock Units	(2)	11/15/2018		M		17,798		(7)	(7)	Common Stock	17,798
Restricted Stock Units	(2)	11/14/2018		A		10,890		(8)	(8)	Common Stock	10,890
Restricted Stock Units	(2)	11/15/2018		M		10,890		(8)	(8)	Common Stock	10,890
Restricted Stock Units	(2)	11/14/2018		A		4,867		(9)	(9)	Common Stock	4,867
Restricted Stock Units	(2)	11/15/2018		M		4,867		(9)	(9)	Common Stock	4,867
Restricted Stock Units	(2)	11/15/2018		A		14,676		(10)	(10)	Common Stock	14,676

