

PARAMETRIC TECHNOLOGY CORP
Form 4
February 19, 2008

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 *
VON STAATS AARON C

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CVP, General Counsel and Clerk

C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK ST

(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	02/15/2008		S	267 ⁽¹⁾ D \$ 16.06	127,974	D	
Common Stock	02/15/2008		S	300 ⁽¹⁾ D \$ 16.07	127,674	D	
Common Stock	02/15/2008		S	2,800 ⁽¹⁾ D \$ 16.08	124,874	D	
Common Stock	02/15/2008		S	1,500 ⁽¹⁾ D \$ 16.09	123,374	D	
	02/15/2008		S	100 ⁽¹⁾ D \$ 16.1	123,274	D	

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Common
Stock

Common Stock	02/15/2008	S	600 <u>(1)</u>	D	\$ 16.11	122,674	D
Common Stock	02/15/2008	S	700 <u>(1)</u>	D	\$ 16.12	121,974	D
Common Stock	02/15/2008	S	400 <u>(1)</u>	D	\$ 16.13	121,574	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

VON STAATS AARON C
C/O PARAMETRIC TECHNOLOGY CORP
140 KENDRICK ST
NEEDHAM, MA 02494

Relationships

Director 10% Owner Officer Other

CVP, General Counsel and Clerk

Signatures

Catherine Gorecki by Power of Attorney filed
11/2/2007

02/19/2008

__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 upon vesting of restricted shares, including shares sold to satisfy tax obligations incurred upon vesting of such shares on February 15, 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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