

PARAMETRIC TECHNOLOGY CORP
 Form 4
 May 30, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2008

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

BOSTON, MA 02414
 (City) (State) (Zip)

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

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 Price				
Common Stock	05/29/2008		M		50,000	A \$ 12.575	194,776	D	
Common Stock	05/29/2008		M		30,000	A \$ 8.5	224,776	D	
Common Stock	05/29/2008		S		24,331	D \$ 18.95	200,445	D	
Common Stock	05/29/2008		S		300	D \$ 18.955	200,145	D	
Common Stock	05/29/2008		S		1,930	D \$ 18.96	198,215	D	

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Common Stock	05/29/2008	S	200	D	\$ 18.965	198,015	D
Common Stock	05/29/2008	S	1,550	D	\$ 18.97	196,465	D
Common Stock	05/29/2008	S	400	D	\$ 18.98	196,065	D
Common Stock	05/29/2008	S	100	D	\$ 18.985	195,965	D
Common Stock	05/29/2008	S	200	D	\$ 18.99	195,765	D
Common Stock	05/29/2008	S	43,889	D	\$ 19	151,876	D
Common Stock	05/29/2008	S	2,100	D	\$ 19.01	149,776	D
Common Stock	05/29/2008	S	4,700	D	\$ 19.02	145,076	D
Common Stock	05/29/2008	S	300	D	\$ 19.025	144,776	D

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

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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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.575	05/29/2008		M	50,000	09/20/2002 ⁽¹⁾ 09/20/2011	Common Stock	50,000
Stock Option (right to buy)	\$ 8.5	05/29/2008		M	30,000	05/30/2003 ⁽²⁾ 05/30/2012	Common Stock	30,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POSTERNAK NOEL G 100 CHARLES RIVER PLZ BOSTON, MA 02414			X	

Signatures

Catherine Gorecki by power of attorney filed
3/6/2008

05/30/2008

__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) Employee stock option granted on 9/20/2001, exercisable as to 12,500 shares on 9/20/2002, 12,500 shares on 9/20/2003, 12,500 shares on 9/20/2004 and 12,500 shares on 9/20/2005.
- (2) Employee stock option granted on 5/30/2002, exercisable as to 7,500 shares on 5/30/2003, 7,500 shares on 5/30/2004, 7,500 shares on 5/30/2005 and 7,500 shares on 5/30/2006.
- (3) This amount represents the total number of derivative securities of the class shown beneficially owned.

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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