

PTC INC.
Form 4
November 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 BARRY F

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

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/15/2013		M	94,749 A \$ 0	214,743	D	
Common Stock	11/15/2013		F	44,724 (1) D \$ 32.37	152,452 (2)	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)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	11/15/2013		M	11,366	(4)	(4)	Common Stock	11,366
Restricted Stock Units	(3)	11/15/2013		M	11,366	(5)	(5)	Common Stock	11,366
Restricted Stock Units	(3)	11/15/2013		M	18,901	(6)	(6)	Common Stock	18,901
Restricted Stock Units	(3)	11/15/2013		M	12,314	(7)	(7)	Common Stock	12,314
Restricted Stock Units	(3)	11/15/2013		M	12,601	(8)	(8)	Common Stock	12,601
Restricted Stock Units	(3)	11/15/2013		M	10,360	(9)	(9)	Common Stock	10,360
Restricted Stock Units	(3)	11/15/2013		M	17,841	(10)	(10)	Common Stock	17,841

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN BARRY F 140 KENDRICK STREET NEEDHAM, MA 02494			EVP Strategy	

Signatures

Catherine Gorecki by power of attorney filed
11/2/2007

11/19/2013

__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) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 94,749 shares of the Reporting Person's restricted stock unit awards on November 15, 2013.
- (2) Reflects 46,755 shares transferred pursuant to a qualified domestic relations order.
- (3) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (4) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 11,367 RSUs on November 15, 2011 and November 15, 2012 and 11,366 RSUs on November 15, 2013.
- (5) Time-based restricted stock units that vested as to 11,367 RSUs on November 15, 2011 and November 15, 2012 and 11,366 RSUs on November 15, 2013.
Performance-based restricted stock units that may be earned only to the extent the established performance criteria are met. The performance criteria for the first period were met and 18,901 RSUs vested on November 15, 2013. The remaining RSUs will vest on the later of November 15, 2014 and the date the Compensation Committee determines the extent to which the performance criteria for the second period have been achieved.
- (6) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 12,315 RSUs on November 15, 2012, 12,314 RSUs on November 15, 2013, and will vest as to 12,314 RSUs on November 15, 2014.
- (7) Time-based restricted stock awards that vested as to 12,601 RSUs on November 15, 2012 and November 15, 2013 and will vest as to 12,600 RSUs on November 15, 2014.
Performance-based restricted stock units that are earned only to the extent the established performance criteria for each of the three performance periods are met. The criteria were met in part for the first period and 10,360 RSUs vested on November 15, 2013. Up to a total of two-thirds of the units awarded (less any vested for the first period) are eligible to vest on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria for the second period have been achieved and up to all of the units awarded are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria for the third period have been achieved.
- (8) Performance-based restricted stock units that may be earned only to the extent the established performance criteria are met. The performance criteria for the first period were met and 18,901 RSUs vested on November 15, 2013. The remaining RSUs will vest on the later of November 15, 2014 and the date the Compensation Committee determines the extent to which the performance criteria for the second period have been achieved.
- (9) Time-based restricted stock awards that vested as to 17,841 RSUs on November 15, 2013 and will vest as to 17,840 RSUs on November 15, 2014 and November 15, 2015.
- (10) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (11)

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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