PTC INC. Form 4 March 07, 2014

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or GES IN BENEFICIAL OWNERSHIP OF January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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)

ng Person *	2. Issuer Name and Ticker or Trading Symbol PTC INC. [PTC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Middle)	3. Date of Earliest Transaction	(Chech an approach)		
	(Month/Day/Year) 03/05/2014	X Director 10% Owner Officer (give title below) Other (specify below)		
	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	ng Person *  (Middle)	Symbol PTC INC. [PTC]  (Middle)  3. Date of Earliest Transaction (Month/Day/Year) 03/05/2014  4. If Amendment, Date Original		

				101001
((	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. Transacti Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) of l of (D) 4 and  (A) or	))	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 Beneficial Ownership (Instr. 4)
Common Stock	03/05/2014		M	8,779	A	\$0	55,758	D	

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

#### Edgar Filing: PTC INC. - Form 4

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. Transacti Code (Instr. 8)	5. Number of onDerivative 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	(1)	03/05/2014		M		8,779	(2)	<u>(2)</u>	Common Stock	8,779
Restricted Stock Units	<u>(1)</u>	03/05/2014		A	6,028		(3)	(3)	Common Stock	6,028

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· <b>r</b>	Director	10% Owner	Officer	Other			
LACY PAUL A 140 KENDRICK STREET NEEDHAM, MA 02494	X						

# **Signatures**

Catherine Gorecki by power of attorney filed 12/1/2009 03/07/2014

\*\*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) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (2) Time-based restricted stock units that vested on March 5, 2014.
- (3) Time-based restricted stock units that vest on the earlier of the date of PTC Inc.'s 2015 Annual Shareholder Meeting or March 15, 2015.
- (4) This amount represents the total number of derivative securities beneficially owned of the class shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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