

PARAMETRIC TECHNOLOGY CORP
 Form 4/A
 July 07, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
06/03/2008

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)
06/03/2008

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	06/03/2008		M		5,000 A \$ 8.5	119,074	D
Common Stock ⁽¹⁾	06/03/2008		M		10,000 A \$ 9.55	129,074	D
Common Stock	06/03/2008		S		800 D \$ 18.81	128,274 ⁽²⁾	D
Common Stock	06/03/2008		S		400 D \$ 18.82	127,874 ⁽²⁾	D
	06/03/2008		S		800 D	127,074 ⁽²⁾	D

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Common Stock					\$ 18.83		
Common Stock	06/03/2008	S	400	D	\$ 18.85	126,674 ⁽²⁾	D
Common Stock	06/03/2008	S	464	D	\$ 18.86	126,210 ⁽²⁾	D
Common Stock	06/03/2008	S	200	D	\$ 18.87	126,010 ⁽²⁾	D
Common Stock	06/03/2008	S	400	D	\$ 18.88	125,610 ⁽²⁾	D
Common Stock	06/03/2008	S	400	D	\$ 18.89	125,210 ⁽²⁾	D
Common Stock	06/03/2008	S	300	D	\$ 18.9	124,910 ⁽²⁾	D
Common Stock	06/03/2008	S	800	D	\$ 18.91	124,110 ⁽²⁾	D
Common Stock	06/03/2008	S	1,300	D	\$ 18.92	122,810 ⁽²⁾	D
Common Stock	06/03/2008	S	643	D	\$ 18.93	122,167 ⁽²⁾	D
Common Stock	06/03/2008	S	1,000	D	\$ 18.94	121,167 ⁽²⁾	D
Common Stock	06/03/2008	S	500	D	\$ 18.95	120,667 ⁽²⁾	D
Common Stock	06/03/2008	S	1,300	D	\$ 18.99	119,367 ⁽²⁾	D
Common Stock	06/03/2008	S	3,700	D	\$ 19	115,667 ⁽²⁾	D
Common Stock	06/03/2008	S	100	D	\$ 19.01	115,567 ⁽²⁾	D
Common Stock	06/03/2008	S	1,200	D	\$ 19.02	114,367 ⁽²⁾	D
Common Stock	06/03/2008	S	293	D	\$ 19.1	114,074 ⁽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)

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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)	\$ 8.5	06/03/2008		M	5,000	05/30/2003 ⁽³⁾ 05/30/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 9.55	06/03/2008		M	10,000	09/16/2004 ⁽⁴⁾ 09/16/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON STAATS AARON C C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST NEEDHAM, MA 02494			CVP, General Counsel and Clerk	

Signatures

Catherine Gorecki by power of attorney filed 11/2/2007 07/07/2008

__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) This amendment to Form 4 is being filed to correct the source of shares sold. The shares sold were acquired upon exercise of the options indicated on Table II on the date of sale.
- (2) This amendment to Form 4 also corrects the number of shares owned following each reported sale transaction to reflect the acquisition of shares upon the exercise of options in advance of the sales.
- (3) Employee stock option granted on 5/30/2002, exercisable as to 2,500 shares on 5/30/2003, 2,500 shares on 5/30/2004, 2,500 shares on 5/30/2005 and 2,500 shares on 5/30/2006.
- (4) Employee stock option granted on 9/16/2003, exercisable as to 10,000 shares on 9/16/2004, 10,000 shares on 9/16/2005, 10,000 shares on 9/16/2006 and 10,000 shares on 9/16/2007.

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.