

PTC INC.  
Form 4  
November 09, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
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. [PTC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP Strategy

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)             | Price of Derivative Security | (Month/Day/Year) | (Instr. 8)       | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------|------------------------------|------------------|------------------|---|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units | <u>(1)</u>                   | 11/05/2015       | D <sup>(2)</sup> | 11,774                                      | <u>(2)</u>       | <u>(2)</u>      | Common Stock | 11,774                     |
| Restricted Stock Units | <u>(1)</u>                   | 11/05/2015       | D <sup>(3)</sup> | 19,434                                      | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 19,434                     |
| Restricted Stock Units | <u>(1)</u>                   | 11/05/2015       | A <sup>(2)</sup> | 11,774                                      | <u>(2)</u>       | <u>(2)</u>      | Common Stock | 11,774                     |
| Restricted Stock Units | <u>(1)</u>                   | 11/05/2015       | A <sup>(3)</sup> | 19,434                                      | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 19,434                     |

## Reporting Owners

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

## Signatures

Catherine Gorecki by power of attorney filed 11/2/2007 11/09/2015

\*\*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 one share of PTC Inc. common stock.  
Represents the deemed cancellation of the outstanding award and a replacement of the award due to the amendment of the award. The award was initially granted on November 5, 2012 and was eligible to vest in three equal annual installments on each of November 15, 2013, 2014 and 2015. The RSUs shown will vest on November 15, 2015.
- (3) Represents the deemed cancellation of the outstanding award and a replacement of the award due to the amendment of the award. The award was initially granted on November 11, 2013 and was eligible to vest in three equal annual installments on each of November 15, 2014, 2015 and 2016. The RSUs shown will vest in two substantially equal increments on November 15, 2015 and 2016.
- (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.