

PARAMETRIC TECHNOLOGY CORP
 Form 4
 November 06, 2006

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 *
 DIBONA ANTHONY

2. Issuer Name and Ticker or Trading Symbol
 PARAMETRIC TECHNOLOGY CORP [PMTC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Global Maintenance Support

(Last) (First) (Middle)
 C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK ST

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2006

(Street)
 NEEDHAM, MA 02494

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/02/2006		M		10,000 A \$ 4.975	114,131	D
Common Stock	11/02/2006		M		10,000 A \$ 8.5	124,131	D
Common Stock	11/02/2006		M		10,000 (1) A \$ 7.725	134,131	D
Common Stock	11/02/2006		S		20,000 (1) D \$ 18.439	114,131	D
	11/02/2006		S		300 (1) D \$ 18.3	113,831	D

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Common Stock							
Common Stock	11/02/2006	S	<u>2,500</u> ⁽¹⁾	D	\$ 18.31	111,331	D
Common Stock	11/02/2006	S	200 <u>(1)</u>	D	\$ 18.32	111,131	D
Common Stock	11/02/2006	S	<u>6,000</u> ⁽¹⁾	D	\$ 18.35	105,131	D
Common Stock	11/02/2006	S	<u>2,000</u> ⁽¹⁾	D	\$ 18.45	103,131	D
Common Stock	11/02/2006	S	<u>2,000</u> ⁽¹⁾	D	\$ 18.5	101,131	D
Common Stock	11/02/2006	S	912 <u>(1)</u>	D	\$ 18.54	100,219	D
Common Stock	11/02/2006	S	<u>7,800</u> ⁽¹⁾	D	\$ 18.55	92,419	D
Common Stock	11/02/2006	S	<u>2,800</u> ⁽¹⁾	D	\$ 18.56	89,619	D
Common Stock	11/02/2006	S	<u>1,138</u> ⁽¹⁾	D	\$ 18.57	88,481	D
Common Stock	11/02/2006	S	400 <u>(1)</u>	D	\$ 18.59	88,081	D
Common Stock	11/02/2006	S	<u>1,448</u> ⁽¹⁾	D	\$ 18.63	86,633	D
Common Stock	11/02/2006	S	<u>1,800</u> ⁽¹⁾	D	\$ 18.65	84,833	D
Common Stock	11/02/2006	S	702 <u>(2)</u>	D	\$ 18.67	84,131	D
Common Stock	11/02/2006	S	599 <u>(2)</u>	D	\$ 18.31	83,532	D
Common Stock	11/02/2006	S	<u>1,198</u> ⁽²⁾	D	\$ 18.35	82,334	D
Common Stock	11/02/2006	S	599 <u>(2)</u>	D	\$ 18.45	81,735	D
Common Stock	11/02/2006	S	599 <u>(2)</u>	D	\$ 18.5	81,136	D
Common Stock	11/02/2006	S	<u>2,396</u> ⁽²⁾	D	\$ 18.55	78,740 <u>(3)</u>	D
Common Stock	11/02/2006	S	599	D	\$ 18.71	78,141 <u>(3)</u>	D

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 8.5	11/02/2006		M	10,000	<u>(4)</u> 05/30/2012	Common Stock	10,000	
Employee stock option (right to buy)	\$ 4.975	11/02/2006		M	10,000	<u>(6)</u> 02/13/2013	Common Stock	10,000	
Employee stock option (right to buy)	\$ 7.725	11/02/2006		M	10,000	<u>(7)</u> 05/20/2013	Common Stock	10,000	
Employee stock option (right to buy)	\$ 36.4063	11/02/2006		M	<u>0</u> <u>(8)</u>	<u>(9)</u> 07/20/2008	Common Stock	43,750	
Employee stock option (right to buy)	\$ 24.8438	11/02/2006		M	<u>0</u> <u>(8)</u>	<u>(10)</u> 09/10/2008	Common Stock	14,000	
Employee stock option	\$ 23.3595	11/02/2006		M	<u>0</u> <u>(8)</u>	<u>(11)</u> 05/18/2010	Common Stock	14,000	

(right to buy)									
Employee stock option (right to buy)	\$ 32.9688	11/02/2006	M	<u>0</u> (8)	<u>(12)</u>	09/14/2010	Common Stock	12,000	
Employee stock option (right to buy)	\$ 27.1875	11/02/2006	M	<u>0</u> (8)	<u>(13)</u>	10/16/2010	Common Stock	4,000	
Employee stock option (right to buy)	\$ 31.25	11/02/2006	M	<u>0</u> (8)	<u>(14)</u>	11/17/2010	Common Stock	8,000	
Employee stock option (right to buy)	\$ 12.575	11/02/2006	M	<u>0</u> (8)	<u>(15)</u>	09/20/2011	Common Stock	30,000	
Employee stock option (right to buy)	\$ 9.55	11/02/2006	M	<u>0</u> (8)	<u>(16)</u>	09/16/2013	Common Stock	29,999	
Employee stock option (right to buy)	\$ 11.475	11/02/2006	M	<u>0</u> (8)	<u>(17)</u>	03/03/2014	Common Stock	69,999	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIBONA ANTHONY C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST NEEDHAM, MA 02494				EVP, Global Maintenance Support

Signatures

Christopher J. MacKrell pursuant to power of attorney filed July 6, 2005

11/06/2005

__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) Shares sold pursuant to a pre-established Rule 10b5-1(c) trading plan.
- Shares sold pursuant to a pre-established Rule 10b5-1(c) trading plan that provided for the sale at market prices of a specified percentage of the Reporting Person's July 27, 2005 restricted stock award in order to satisfy current tax withholding obligations associated with the vesting of a portion of such restricted stock award.
- (2) Adjusted to reflect the 2 for 5 reverse stock split of the company's Common Stock effective February 28, 2006.
- (3) Employee stock option granted 5/30/2002, exercisable in four equal annual installments of 10,000 shares each beginning on 5/20/2003, the first anniversary of the date of grant.
- This amount represents the total number of Derivative Securities Beneficially Owned by the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 265,748 Options to purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).
- (4) Employee stock option granted 2/13/2003, exercisable as to 3,334 shares on 2/13/2005 and 6,666 shares on 2/13/2006.
- (5) Employee stock option granted 5/20/2003, exercisable in four equal annual installments of 5,000 shares each beginning on 5/20/2004, the first anniversary of the date of grant.
- (6) This option was previously reported and is now being reported (as currently outstanding) to reflect the 2 for 5 reverse stock split of the Company's Common Stock effective February 28, 2006.
- (7) Employee stock option granted 7/20/1998, exercisable as to 6,250 shares on 7/20/1999, 12,500 shares 7/20/2000, 12,500 shares on 7/20/2001 and 12,500 shares on 7/20/2002.
- (8) Employee stock option granted 9/10/1998, exercisable as to 2,000 shares on 9/10/1999, 4,000 shares on 9/10/2000, 4,000 shares on 9/10/2001 and 4,000 shares on 9/10/2002.
- (9) Employee stock option granted 5/18/2000, exercisable as to 7,000 shares on 5/18/2001 and 7,000 shares on 5/18/2002.
- (10) Employee stock option granted 9/14/2000, exercisable in four equal annual installments of 3,000 shares beginning 9/14/2001, the first anniversary of the date of grant.
- (11) Employee stock option granted 10/16/2000, exercisable in four equal annual installments of 1,000 shares each beginning on 10/16/2001, the first anniversary of the date of grant.
- (12) Employee stock option granted 11/17/2000, exercisable in four equal annual installments of 2,000 shares each beginning on 11/17/2001, the first anniversary of the date of grant.
- (13) Employee stock option granted 9/20/2001, exercisable in four equal annual installments of 7,500 shares each beginning on 9/20/2002, the first anniversary of the date of grant.
- (14) Employee stock option granted 9/16/2003, exercisable as to 7,501 shares on 9/16/2004, 7,500 shares on 9/16/2005, 7,499 shares on 9/16/2006 and 7,499 shares on 9/16/2007.
- (15) Employee stock option granted 3/3/2004, exercisable as to 17,500 shares on 3/3/2005, 17,500 shares 3/3/2006, 17,500 shares on 3/3/2007 and 17,499 shares on 3/3/2008.

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.