

PTC INC.
Form 4
January 27, 2014

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 *
Diouane Marc

(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)
01/27/2014

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 Global Services & Partners

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	(D)	Price
Common Stock	01/27/2014		S		48,163	D	\$ 35.3734
							13,762
							<u>(1)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diouane Marc 140 KENDRICK STREET NEEDHAM, MA 02494			EVP Global Services & Partners	

Signatures

Catherine Gorecki by power of attorney filed 10/6/2010
 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).
- This transaction was executed in multiple trades at prices ranging from \$35.20 to \$35.56. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 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.
- mon Stock 3,125 \$ 46.57 D Restricted Stock Unit08/30/2006(1)08/30/2006(1) Common Stock 5,000 \$ (4) D Restricted Stock Unit08/30/2007(1)08/30/2007(1) Common Stock 5,000 \$ (4) D Restricted Stock Unit08/30/2008(1)08/30/2008(1) Common Stock 5,000 \$ (4) D Restricted Stock Unit08/30/2009(1)08/30/2009(1) Common Stock 5,000 \$ (4) D Restricted Stock Unit03/24/2008(2)03/24/2008(2) Common Stock 100,000 \$ (4) D Restricted Stock Unit03/24/2010(3)03/24/2010(3) Common Stock 100,000 \$ (4) D Employee Stock Option12/14/200512/14/2011 Common Stock 250 \$ 10.195 I By Wife Employee Stock Option11/05/200502/05/2012 Common Stock 250 \$ 12.725 I By Wife Employee Stock Option02/05/200602/05/2012 Common Stock 562 \$ 12.725 I By Wife Employee Stock Option08/04/200502/04/2011 Common Stock 750 \$ 10.895 I By Wife Employee Stock Option11/04/200502/04/2011 Common Stock 1,250 \$ 10.895 I By Wife Employee Stock Option02/04/200602/04/2011 Common Stock 1,250 \$ 10.895 I By Wife Employee Stock Option05/04/200602/04/2011 Common Stock 1,250 \$ 10.895 I By Wife Employee Stock Option08/04/200602/04/2011 Common Stock 1,250 \$ 10.895 I By Wife Employee Stock Option11/04/200602/04/2011 Common Stock 1,250 \$ 10.895 I By Wife

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fadell Anthony 1 INFINITE LOOP CUPERTINO, CA 95014	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Anthony
Fadell

02/10/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the restricted stock units are scheduled to vest annually, assuming continued employment.
- (2) 50% of the restricted stock units are scheduled to vest on 3/24/2008, assuming continued employment.
- (3) 50% of the restricted stock units are scheduled to vest on 3/24/2010, assuming continued employment.
- (4) Upon payout, Reporting Person is entitled to receive 1 share of common stock for each 1 restricted stock unit.

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