

PTC INC.  
Form 4  
November 19, 2013

**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. [PMTC]

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2013

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 Global Services & Partners

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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/15/2013		M	71,024 A \$ 0	75,364	D	
Common Stock	11/15/2013		F	13,439 (1) D \$ 32.37	61,925	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)

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	11/15/2013		M	8,573	(3)	(3)	Common Stock	8,573
Restricted Stock Units	(2)	11/15/2013		M	6,468	(4)	(4)	Common Stock	6,468
Restricted Stock Units	(2)	11/15/2013		M	6,468	(5)	(5)	Common Stock	6,468
Restricted Stock Units	(2)	11/15/2013		M	10,711	(6)	(6)	Common Stock	10,711
Restricted Stock Units	(2)	11/15/2013		M	6,978	(7)	(7)	Common Stock	6,978
Restricted Stock Units	(2)	11/15/2013		M	7,140	(8)	(8)	Common Stock	7,140
Restricted Stock Units	(2)	11/15/2013		M	1,890	(9)	(9)	Common Stock	1,890
Restricted Stock Units	(2)	11/15/2013		M	1,231	(10)	(10)	Common Stock	1,231
Restricted Stock Units	(2)	11/15/2013		M	1,260	(11)	(11)	Common Stock	1,260
Restricted Stock Units	(2)	11/15/2013		M	7,460	(12)	(12)	Common Stock	7,460
Restricted Stock	(2)	11/15/2013		M	12,845	(13)	(13)	Common Stock	12,845

Units

## 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

11/19/2013

\_\_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) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 71,024 shares of the Reporting Person's restricted stock unit awards on November 15, 2013.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) Time-based restricted stock units that vested as to 8,574 RSUs on November 15, 2011 and 8,573 RSUs on November 15, 2012 and November 15, 2013.
- (4) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 6,469 RSUs on November 15, 2011 and November 15, 2012 and 6,468 RSUs on November 15, 2013.
- (5) Time-based restricted stock units that vested as to 6,469 RSUs on November 15, 2011 and November 15, 2012 and 6,468 RSUs on November 15, 2013.  
Performance-based restricted stock units that may be earned only to the extent the established performance criteria are met. 10,711 RSUs vested on November 15, 2013 and the remaining RSUs will vest on the later of November 15, 2014 and the date the Compensation Committee determines the extent to which the performance criteria have been achieved.
- (6) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 6,978 RSUs on November 15, 2012 and November 15, 2013, and will vest as to 6,978 RSUs on November 15, 2014.
- (7) Time-based restricted stock awards that vested as to 7,141 RSUs on November 15, 2012, 7,140 RSUs on November 15, 2013 and will vest as to 7,140 RSUs on November 15, 2014.  
Performance-based restricted stock units that may be earned only to the extent the established performance criteria are met. The performance criteria were met for the first period and 1,890 RSUs vested on November 15, 2013. The remaining half of these RSUs will vest on the later of November 15, 2014 and the date the Compensation Committee determines the extent to which the performance criteria for the second period have been achieved.
- (8) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 1,232 RSUs on November 15, 2012, 1,231 RSUs on November 15, 2013, and will vest as to 1,231 RSUs on November 15, 2014.
- (9) Time-based restricted stock awards that vested as to 1,260 RSUs on November 15, 2012 and November 15, 2013 and will vest as to 1,260 RSUs on November 15, 2014.  
Performance-based restricted stock units that are earned only to the extent the established performance criteria for each of the three performance periods are met. The criteria were met in part for the first period and 7,460 RSUs vested on November 15, 2013. Up to a total of two-thirds of the units awarded (less any vested for the first period) are eligible to vest on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria for the second period have been achieved and up to all of the units awarded are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria for the third period have been achieved.
- (10) Performance-based restricted stock units that are earned only to the extent the established performance criteria for each of the three performance periods are met. The criteria were met in part for the first period and 7,460 RSUs vested on November 15, 2013. Up to a total of two-thirds of the units awarded (less any vested for the first period) are eligible to vest on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria for the second period have been achieved and up to all of the units awarded are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria for the third period have been achieved.

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(13) Time-based restricted stock awards that vested as to 12,845 RSUs on November 15, 2013 and will vest as to 12,845 RSUs on November 15, 2014 and November 15, 2015.

(14) 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.

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