

Cohen Matthew Lessner
 Form 4
 November 17, 2017

FORM 4

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

OMB APPROVAL

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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 Matthew Lessner

2. Issuer Name and Ticker or Trading Symbol
 PTC INC. [PTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 140 KENDRICK STREET

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

EVP, Customer Success

(Street)

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

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)			
				(A) or (D)	Amount or Price					
Common Stock	11/15/2017		M		47,268	A	\$ 0	66,141	D	
Common Stock	11/15/2017		F		20,770 <u>(1)</u>	D	\$ 63.92	45,371	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	(2)	11/15/2017		M		4,046		(3)	(3)	Common Stock	4,046
Restricted Stock Units	(2)	11/15/2017		A		9,429		(4)	(4)	Common Stock	9,429
Restricted Stock Units	(2)	11/15/2017		M		9,429		(4)	(4)	Common Stock	9,429
Restricted Stock Units	(2)	11/15/2017		M		6,107		(5)	(5)	Common Stock	6,107
Restricted Stock Units	(2)	11/15/2017		A		11,255		(6)	(6)	Common Stock	11,255
Restricted Stock Units	(2)	11/15/2017		M		11,255		(6)	(6)	Common Stock	11,255
Restricted Stock Units	(2)	11/15/2017		M		5,446		(7)	(7)	Common Stock	5,446
Restricted Stock Units	(2)	11/15/2017		A		8,035		(8)	(8)	Common Stock	8,035
Restricted Stock Units	(2)	11/15/2017		M		2,679		(8)	(8)	Common Stock	2,679
Restricted Stock Unit	(2)	11/15/2017		A		8,306		(9)	(9)	Common Stock	8,306
Restricted Stock Units	(2)	11/15/2017		M		8,306		(9)	(9)	Common Stock	8,306
Restricted	(2)	11/15/2017		A		15,644		(10)	(10)	Common	15,644

Stock
Units

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Matthew Lessner 140 KENDRICK STREET NEEDHAM, MA 02494			EVP, Customer Success	

Signatures

/s/Deanna Osganian by power of attorney filed
11/17/2017

11/17/2017

__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 47,268 shares of the Reporting Person's restricted stock unit awards on November 15, 2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) RSUs granted on November 10, 2014 that vested in three substantially equal annual installments on November 15, 2015, 2016 and 2017. Performance-based RSUs granted on November 10, 2014 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 100% and 9,429 RSUs were earned and vested.
- (5) RSUs granted on November 2, 2015 that vest in three substantially equal installments on November 15, 2016, 2017 and 2018. Performance-based RSUs granted on November 2, 2015 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 184.31% and 11,255 RSUs were earned and vested.
- (6) RSUs granted on October 31, 2016 that vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (8) Aspirational performance-based RSUs granted on October 31, 2016. The performance measure was met at 49.2% and 8,035 RSUs were earned. The RSUs earned vest in three substantially equal installments on November 15, 2017, 2018 and 2019. Performance-based RSUs granted on October 31, 2016 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 152.53% and 8,306 RSUs were earned and vested.
- (9) RSUs awarded on November 15, 2017 that vest in three substantially equal installments on November 15, 2018, 2019 and 2020.
- (11) 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.