

PTC INC.

Form 4

November 17, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohen Matthew Lessner

(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)
11/15/2015

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 Global Services

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/15/2015		M		16,710	A \$ 0	27,990 D
Common Stock	11/15/2015		F		5,437 (1)	D \$ 35.16	22,553 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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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 (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 or Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	11/15/2015		M		2,127		(3)	(3)	Common Stock	2,127	\$
Restricted Stock Units	(2)	11/15/2015		M		3,250		(4)	(4)	Common Stock	3,250	\$
Restricted Stock Units	(2)	11/15/2015		M		3,110		(5)	(5)	Common Stock	3,110	\$
Restricted Stock Units	(2)	11/15/2015		M		4,176		(6)	(6)	Common Stock	4,176	\$
Restricted Stock Units	(2)	11/15/2015		M		4,047		(7)	(7)	Common Stock	4,047	\$

Reporting Owners

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

Signatures

Catherine Gorecki by power of attorney filed
4/2/2014

11/17/2015

 **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) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 16,710 shares of the Reporting Person's restricted stock unit awards on November 15, 2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) RSUs awarded on November 5, 2012 that vested in three substantially equal annual installments on November 15, 2013, 2014 and 2015.
- (4) RSUs awarded on March 6, 2013 that vested in three substantially equal annual installments on November 15, 2013, 2014 and 2015.
- (5) RSUs awarded on November 11, 2013 that vest in three substantially equal annual installments on November 15, 2014, 2015 and 2016.
- (6) RSUs awarded on April 1, 2014 that vest in three substantially equal annual installments on November 15, 2014, 2015 and 2016.
- (7) RSUs awarded on November 10, 2014 that vest in three substantially equal installments on November 15, 2015, 2016 and 2017.
- (8) 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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