

VON STAATS AARON C
 Form 4
 November 17, 2017

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 *
VON STAATS AARON C

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)
 CVP, GC and Secretary

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2017		M		44,007	A	\$ 0
Common Stock	11/15/2017		F		19,226 (1)	D	\$ 63.92
Common Stock	11/16/2017		S		9,947 (2)	D	\$ 64.6706 (3)

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	11/15/2017		M		4,495		(5)	(5)	Common Stock	4,495
Restricted Stock Units	(4)	11/15/2017		A	10,475			(6)	(6)	Common Stock	10,475
Restricted Stock Units	(4)	11/15/2017		M		10,475		(6)	(6)	Common Stock	10,475
Restricted Stock Units	(4)	11/15/2017		M		5,646		(7)	(7)	Common Stock	5,646
Restricted Stock Units	(4)	11/15/2017		A	10,406			(8)	(8)	Common Stock	10,406
Restricted Stock Units	(4)	11/15/2017		M		10,406		(8)	(8)	Common Stock	10,406
Restricted Stock Units	(4)	11/15/2017		M		4,304		(9)	(9)	Common Stock	4,304
Restricted Stock Units	(4)	11/15/2017		A	6,351			(10)	(10)	Common Stock	6,351
Restricted Stock Units	(4)	11/15/2017		M		2,117		(10)	(10)	Common Stock	2,117
Restricted Stock Units	(4)	11/15/2017		A	6,564			(11)	(11)	Common Stock	6,564
Restricted Stock Units	(4)	11/15/2017		M		6,564		(11)	(11)	Common Stock	6,564

Restricted
Stock
Units

Common
Stock

Restricted
Stock
Units

(4)

11/15/2017

A

10,755

(12)(12)

Common
Stock

10,755

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON STAATS AARON C 140 KENDRICK STREET NEEDHAM, MA 02494			CVP, GC and Secretary	

Signatures

/s/Deanna Osganian by power of attorney filed
5/2/2017

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 44,007 shares of the Reporting Person's restricted stock unit awards on November 15, 2017.
- (2) Shares sold pursuant to a pre-established 10b5-1(c) trading plan.
- (3) This transaction was executed in multiple trades at prices ranging from \$64.32 to \$64.915. 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (5) RSUs awarded on November 10, 2014 that vested in three substantially equal annual installments on November 15, 2015, 2016 and 2017.
- (6) 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 10,475 RSUs were earned and vested.
- (7) RSUs granted on November 2, 2015 that vest in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (8) 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 10,406 RSUs were earned and vested.
- (9) RSUs granted on October 31, 2016 that vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (10) Aspirational performance-based RSUs granted on October 31, 2016. The performance measure was met at 49.2% and 6,351 RSUs were earned. The RSUs earned vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (11) 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 6564 RSUs were earned and vested.
- (12) RSUs awarded on November 15, 2017 that vest in three substantially equal installments on November 15, 2018, 2019 and 2020.

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(13) 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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