

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 February 19, 2008

**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  
 PARAMETRIC TECHNOLOGY CORP [PMTC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CVP, General Counsel and Clerk

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2008

C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK ST

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/15/2008                           |  | S                              | 267 <sup>(1)</sup>  | D \$ 16.06  | 127,974  | D                                 |
| Common Stock                    | 02/15/2008                           |  | S                              | 300 <sup>(1)</sup>  | D \$ 16.07  | 127,674  | D                                 |
| Common Stock                    | 02/15/2008                           |  | S                              | 2,800 <sup>(1)</sup>  | D \$ 16.08  | 124,874  | D                                 |
| Common Stock                    | 02/15/2008                           |  | S                              | 1,500 <sup>(1)</sup>  | D \$ 16.09  | 123,374  | D                                 |
|                                 | 02/15/2008                           |  | S                              | 100 <sup>(1)</sup>  | D \$ 16.1   | 123,274  | D                                 |

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Common  
Stock

|                 |            |   |                |   |             |         |   |
|-----------------|------------|---|----------------|---|-------------|---------|---|
| Common<br>Stock | 02/15/2008 | S | 600 <u>(1)</u> | D | \$<br>16.11 | 122,674 | D |
| Common<br>Stock | 02/15/2008 | S | 700 <u>(1)</u> | D | \$<br>16.12 | 121,974 | D |
| Common<br>Stock | 02/15/2008 | S | 400 <u>(1)</u> | D | \$<br>16.13 | 121,574 | 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 required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

**Reporting Owner Name / Address**

VON STAATS AARON C  
C/O PARAMETRIC TECHNOLOGY CORP  
140 KENDRICK ST  
NEEDHAM, MA 02494

**Relationships**

Director    10% Owner    Officer    Other

CVP, General Counsel and Clerk

## Signatures

Catherine Gorecki by Power of Attorney filed  
11/2/2007

02/19/2008

\_\_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) Shares sold upon vesting of restricted shares, including shares sold to satisfy tax obligations incurred upon vesting of such shares on February 15, 2008.

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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