

PTC INC.
Form 4
November 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
VON STAATS AARON C

(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)
CVP, General Counsel, Secretary

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)
			Code	V	Amount or Price		
Common Stock	11/15/2013		M		48,315 A \$ 0	80,763	D
Common Stock	11/15/2013		F		18,299 (1) D \$ 32.37	62,464	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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	11/15/2013		M	5,683	(3) (3)	Common Stock	5,683
Restricted Stock Units	(2)	11/15/2013		M	5,683	(4) (4)	Common Stock	5,683
Restricted Stock Units	(2)	11/15/2013		M	9,451	(5) (5)	Common Stock	9,451
Restricted Stock Units	(2)	11/15/2013		M	6,157	(6) (6)	Common Stock	6,157
Restricted Stock Units	(2)	11/15/2013		M	6,300	(7) (7)	Common Stock	6,300
Restricted Stock Units	(2)	11/15/2013		M	5,526	(8) (8)	Common Stock	5,526
Restricted Stock Units	(2)	11/15/2013		M	9,515	(9) (9)	Common Stock	9,515

Reporting Owners

Reporting Owner Name / Address

Relationships

VON STAATS AARON C
140 KENDRICK STREET
NEEDHAM, MA 02494

Director 10% Owner Officer Other

CVP, General Counsel, Secretary

Signatures

Catherine Gorecki by power of attorney filed
11/2/2007

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 48,315 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) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 5,684 RSUs on November 15, 2011 and 5,683 RSUs on November 15, 2012 and November 15, 2013.
- (4) Time-based restricted stock units that vested as to 5,684 RSUs on November 15, 2011 and 5,683 RSUs on November 15, 2012 and November 15, 2013.
Performance-based restricted stock units that may be earned only to the extent the established performance criteria are met. The performance criteria for the first period were met and 9,451 RSUs vested on November 15, 2013. 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 for the second period have been achieved.
- (5) Performance-based restricted stock units subject to subsequent time-based restrictions that vested as to 6,157 RSUs on November 15, 2012 and November 15, 2013 and will vest as to 6,157 RSUs on November 15, 2014.
- (6) Time-based restricted stock awards that vested as to 6,301 RSUs on November 15, 2012, 6,300 RSUs on November 15, 2013 and will vest as to 6,300 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 5,526 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.
- (7) Time-based restricted stock awards that vested as to 9,515 RSUs on November 15, 2013 and will vest as to 9,515 RSUs on November 15, 2014 and 9,514 RSUs on November 15, 2015.
- (8) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (9) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (10) 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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