

PARAMETRIC TECHNOLOGY CORP
Form 4
April 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
COHEN BARRY F

2. Issuer Name and Ticker or Trading Symbol
PARAMETRIC TECHNOLOGY CORP [PMTIC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2008

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

C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK STREET
(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 02404
(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 | 04/25/2008 | | S | | 3,400 D \$ 16.85 | 229,729 | D |
| Common Stock | 04/25/2008 | | S | | 131 D \$ 16.88 | 229,598 | D |
| Common Stock | 04/25/2008 | | S | | 600 D \$ 16.89 | 228,998 | D |
| Common Stock | 04/25/2008 | | S | | 500 D \$ 16.9 | 228,498 | D |
| | 04/25/2008 | | S | | 500 D \$ 16.94 | 227,998 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 04/25/2008 | S | 1,100 | D | \$ 16.96 | 226,898 | D |
| Common Stock | 04/25/2008 | S | 4,389 | D | \$ 16.97 | 222,509 | D |
| Common Stock | 04/25/2008 | S | 100 | D | \$ 16.9725 | 222,409 | D |
| Common Stock | 04/25/2008 | S | 200 | D | \$ 16.975 | 222,209 | D |
| Common Stock | 04/25/2008 | S | 5,700 | D | \$ 16.98 | 216,509 | D |
| Common Stock | 04/25/2008 | S | 8,200 | D | \$ 16.99 | 208,309 | D |
| Common Stock | 04/25/2008 | S | 5,200 | D | \$ 17 | 203,109 | D |
| Common Stock | 04/25/2008 | S | 34 | D | \$ 17.005 | 203,075 | D |
| Common Stock | 04/25/2008 | S | 800 | D | \$ 17.01 | 202,275 | D |
| Common Stock | 04/25/2008 | S | 1,800 | D | \$ 17.02 | 200,475 | D |
| Common Stock | 04/25/2008 | S | 100 | D | \$ 17.05 | 200,375 | D |
| Common Stock | 04/25/2008 | S | 2,246 | D | \$ 17.08 | 198,129 | 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)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|

COHEN BARRY F
 C/O PARAMETRIC TECHNOLOGY CORP
 140 KENDRICK STREET
 NEEDHAM, MA 02404

EVP Strategic Services

Signatures

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

04/28/2008

__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).

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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