

PTC INC.  
Form 3  
October 09, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Gremley Robert C		(Month/Day/Year)	PTC INC. [PTC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
140 KENDRICK STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) EVP, Technology Platforms	
NEEDHAM,Â MAÂ 02494			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	8,622	\$ (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	5,691	\$ (1)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	11,660	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	5,830	\$ (1)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	15,173	\$ (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gremley Robert C 140 KENDRICK STREET NEEDHAM, MA 02494	Â	Â	Â EVP, Technology Platforms	Â

## Signatures

Catherine Gorecki by power of attorney filed 10/09/2015  
3/13/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit represents a contingent right to one share of PTC Inc. common stock.
- (2) Service-based RSUs awarded on November 5, 2012. These RSUs will vest on November 15, 2015.  
Performance-based restricted stock units awarded on November 5, 2012 that may be earned only to the extent the established performance criteria are met. These RSUs are eligible to vest to the extent the performance criteria are met on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved.
- (4) Service-based RSUs awarded on November 11, 2013. These RSUs vest in three substantially equal annual installments. These remaining two installments will vest on each of November 15, 2015 and November 15, 2016.  
Performance-based restricted stock units awarded on November 11, 2013 that may be earned only to the extent the established performance criteria are met. Half of these RSUs are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the extent to which the performance criteria have been achieved. The remaining RSUs are eligible to vest on the later of November 15, 2016 and the date the Compensation Committee determines the extent to which the performance criteria for the period have been achieved.
- (6) Service-based RSUs awarded on November 10, 2014. These RSUs vest in three substantially equal annual installments on each of November 15, 2015, November 15, 2016 and November 15, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.