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PARAMETRIC TECHNOLOGY CORP
 Form S-8
 March 10, 2004

As filed with the Securities and Exchange Commission
 on March 10, 2004

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

PARAMETRIC TECHNOLOGY CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts

04-2866152

 (State or other jurisdiction of
 incorporation or organization

 (I.R.S. Employer Identification No.)

140 Kendrick Street, Needham, MA 02494

 (Address of Principal Executive Offices) (Zip Code)

2000 EMPLOYEE STOCK PURCHASE PLAN
 (Full title of Plan)

Cornelius F. Moses, III
 Executive Vice President and Chief Financial Officer
 Parametric Technology Corporation
 140 Kendrick Street
 Needham, Massachusetts 02494

(Name and address of agent for service)

(781) 370-5000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
-----	-----	-----	-----	-----
Common Stock, \$.01 par value	8,000,000 shares (1) (2)	\$ 4.525 (3)	\$ 36,200,000 (3)	\$ 4,586.54

(1) This Registration Statement registers shares to be offered by us pursuant to our 2000 Employee Stock Purchase Plan. The shares include associated stock purchase rights that currently are evidenced by certificates for shares of the Common Stock and that automatically trade with the shares.

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(2) Pursuant to Rule 416 under the Securities Act of 1933, to the extent additional shares of our common stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Board of Directors while this registration statement is in effect, this registration statement is hereby deemed to cover all such additional shares of common stock.

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, and based on the average of the high and low sale prices of the Common Stock as reported by the Nasdaq National Market on March 9, 2004.

Statement Regarding Incorporation By Reference From Effective Registration Statement.

Pursuant to General Instruction E to Form S-8, the Registration Statement on Form S-8 of Parametric Technology Corporation filed with the Securities and Exchange Commission (the "Commission") on February 16, 2000 (Commission File No. 333-30514) (the "Original Registration Statement"), relating to the registration of 2,000,000 shares of our Common Stock, \$.01 par value per share (the "Common Stock"), authorized for issuance under our 2000 Employee Stock Purchase Plan (the "2000 Plan"), is incorporated by reference in its entirety herein. Since the filing of the Original Registration Statement, we have filed one additional Registration Statement on Form S-8 with the Commission on February 16, 2001 relating to the registration of 8,000,000 additional shares (Commission File No. 333-55798) under the 2000 Plan. This Registration Statement provides for the registration of an additional 8,000,000 shares authorized for issuance under the 2000 Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index immediately following the signature page.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, we certify that we have reasonable grounds to believe that we meet all of the requirements for filing on Form S-8 and have duly caused this Registration Statement to be signed on our behalf by the undersigned, thereunto duly authorized, in the Town of Needham, Massachusetts, on the 10th day of March, 2004.

PARAMETRIC TECHNOLOGY CORPORATION

By: /s/ Cornelius F. Moses, III

Cornelius F. Moses, III
Executive Vice President &
Chief Financial Officer

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POWER OF ATTORNEY

We, the undersigned officers and directors of Parametric Technology Corporation, hereby severally constitute Cornelius F. Moses, III, Aaron C. von Staats, Esq., and Matthew C. Dallett, Esq., and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Parametric Technology Corporation to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
(i) Principal Executive Officer:		
/s/ C. Richard Harrison ----- C. Richard Harrison	Chief Executive Officer, President and Director	March 10, 2004

(ii) Principal Financial and Accounting Officer:		
/s/ Cornelius F. Moses, III ----- Cornelius F. Moses, III	Executive Vice President and Chief Financial Officer	March 10, 2004

Signature	Title	Date
(iii) Board of Directors:		
/s/ Noel G. Posternak ----- Noel G. Posternak	Chairman of the Board of Directors	March 10, 2004
/s/ C. Richard Harrison ----- C. Richard Harrison	Director	March 10, 2004
/s/ Robert N. Goldman -----	Director	March 10, 2004

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- 4.2 By-Laws, as amended and restated (filed as Exhibit 3.2 to our Annual Report on Form 10-K for the fiscal year ended September 30, 2000 (File No. 0-18059) and incorporated herein by reference).
- 4.3 Rights Agreement effective as of January 5, 2001 between Parametric Technology Corporation and American Stock Transfer & Trust Company (filed as Exhibit 4.2 to our Annual Report on Form 10-K for the fiscal year ended September 30, 2000 (File No. 0-18059) and incorporated herein by reference).
- 5.1 Opinion of Palmer & Dodge LLP as to the legality of the securities registered hereunder; filed herewith.
- 23.1 Consent of Palmer & Dodge LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP; filed herewith.
- 24.1 Power of Attorney (contained on the signature page hereto).

EXHIBIT 5.1

PALMER & DODGE LLP
111 Huntington Avenue At Prudential Center
Boston, MA 02199-7613

March 10, 2004

Parametric Technology Corporation
140 Kendrick Street
Needham, MA 02494

Ladies and Gentlemen:

We are rendering this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed on or about the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 8,000,000 shares of Common Stock, \$.01 par value per share (the "Shares"), of Parametric Technology Corporation, a Massachusetts corporation (the "Company"), issuable under the Company's 2000 Employee Stock Purchase Plan (the "Plan").

We have acted as your counsel in connection with the preparation of the Registration Statement and are familiar with the proceedings taken by the Company in connection with the authorization, issuance and sale of the Shares.

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We have examined all such documents as we consider necessary to enable us to render this opinion.

Based upon the foregoing, we are of the opinion that, when issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the use of our name in the Registration Statement and consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement.

Very truly yours,

/s/ PALMER & DODGE LLP

PALMER & DODGE LLP

Main 617.239.0100 Fax 617.227.4420 www.palmerdodge.com

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 8, 2003 relating to the consolidated financial statements of Parametric Technology Corporation, which appears in Parametric Technology Corporation's Annual Report on Form 10-K for the year ended September 30, 2003.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
March 10, 2004