

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 November 08, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HEPPELMANN JAMES E**

(Last) (First) (Middle)

C/O PARAMETRIC  
 TECHNOLOGY CORP, 140  
 KENDRICK ST.

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/07/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Product Officer, EVP**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Common Stock	11/07/2007		D	10,809 (1)	\$ 0	D	
Common Stock	11/07/2007		A	16,147 (2)	\$ 18.58	D	
Common Stock	11/07/2007		A	60,291 (3)	\$ 18.58	D	
Common Stock	11/07/2007		A	60,291 (4)	\$ 18.58	D	



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Compensation Committee determines the 2008 Metrics have been achieved, (ii) November 9, 2009 and (iii) November 9, 2010.

- (4) Restricted stock award subject to time-based restrictions that lapse as to 20,097 shares on November 7, 2008, 20,097 shares on November 7, 2009 and 20,097 shares on November 7, 2010.

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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