

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 May 28, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HARRISON C RICHARD**

(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)  
**05/23/2008**

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)  
 President, CEO

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)
			Code	V	Amount	Price	
Employee Stock Option (right to buy)	05/23/2008		M		150,000	A \$ 4.97	1,123,702 D
Common Stock	05/23/2008		S		400	D \$ 17.495	1,123,302 D
Common Stock	05/23/2008		S		1,400	D \$ 17.5	1,121,902 D

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Common Stock	05/23/2008	S	100	D	\$ 17.51	1,121,802	D
Common Stock	05/23/2008	S	800	D	\$ 17.52	1,121,002	D
Common Stock	05/23/2008	S	100	D	\$ 17.525	1,120,902	D
Common Stock	05/23/2008	S	3,100	D	\$ 17.53	1,117,802	D
Common Stock	05/23/2008	S	500	D	\$ 17.5325	1,117,302	D
Common Stock	05/23/2008	S	6,100	D	\$ 17.54	1,111,202	D
Common Stock	05/23/2008	S	100	D	\$ 17.5425	1,111,102	D
Common Stock	05/23/2008	S	200	D	\$ 17.55	1,110,902	D
Common Stock	05/23/2008	S	2,000	D	\$ 17.555	1,108,902	D
Common Stock	05/23/2008	S	4,000	D	\$ 17.56	1,104,902	D
Common Stock	05/23/2008	S	700	D	\$ 17.5625	1,104,202	D
Common Stock	05/23/2008	S	900	D	\$ 17.565	1,103,302	D
Common Stock	05/23/2008	S	1,400	D	\$ 17.57	1,101,902	D
Common Stock	05/23/2008	S	300	D	\$ 17.575	1,101,602	D
Common Stock	05/23/2008	S	2,650	D	\$ 17.58	1,098,952	D
Common Stock	05/23/2008	S	900	D	\$ 17.5825	1,098,052	D
Common Stock	05/23/2008	S	350	D	\$ 17.585	1,097,702	D
Common Stock	05/23/2008	S	1,900	D	\$ 17.59	1,095,802	D
Common Stock	05/23/2008	S	550	D	\$ 17.595	1,095,252	D
Common Stock	05/23/2008	S	2,000	D	\$ 17.6	1,093,252	D
	05/23/2008	S	850	D	\$ 17.605	1,092,402	D

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Common Stock							
Common Stock	05/23/2008	S	2,400	D	\$ 17.61	1,090,002	D
Common Stock	05/23/2008	S	3,150	D	\$ 17.615	1,086,852	D
Common Stock	05/23/2008	S	2,500	D	\$ 17.62	1,084,352	D
Common Stock	05/23/2008	S	100	D	\$ 17.6225	1,084,252	D
Common Stock	05/23/2008	S	1,450	D	\$ 17.625	1,082,802	D
Common Stock	05/23/2008	S	4,400	D	\$ 17.63	1,078,402	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 4.98	05/23/2008		M	150,000	02/13/2004 <sup>(1)</sup>	02/13/2013	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON C RICHARD C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST.	X		President, CEO	

NEEDHAM, MA 02494

## Signatures

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

05/28/2008

\_\_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).
- (1) Employee stock option granted on 2/13/2003, exercisable as to 66,667 shares on 2/13/2004, 66,667 shares on 2/13/2005 and 66,665 shares on 2/13/2006.
- (2) This amount represents the total number of derivative securities beneficially owned by the class shown and includes 20,100 shares exercisable as of 2/13/2007.

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