

PARAMETRIC TECHNOLOGY CORP

Form 4

May 28, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 [PMTIC]**

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 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	05/23/2008		S		200	D \$ 17.765	980,202 D
Common Stock	05/23/2008		S		600	D \$ 17.77	979,602 D
Common Stock	05/23/2008		S		200	D \$ 17.775	979,402 D
Common Stock	05/23/2008		S		800	D \$ 17.78	978,602 D
	05/23/2008		S		100	D	978,502 D

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Common Stock					\$ 17.785		
Common Stock	05/23/2008	S	400	D	\$ 17.79	978,102	D
Common Stock	05/23/2008	S	400	D	\$ 17.8	977,702	D
Common Stock	05/23/2008	S	100	D	\$ 17.805	977,602	D
Common Stock	05/23/2008	S	700	D	\$ 17.81	976,902	D
Common Stock	05/23/2008	S	200	D	\$ 17.83	976,702	D
Common Stock	05/23/2008	S	1,000	D	\$ 17.835	975,702	D
Common Stock	05/23/2008	S	300	D	\$ 17.84	975,402	D
Common Stock	05/23/2008	S	100	D	\$ 17.86	975,302	D
Common Stock	05/23/2008	S	100	D	\$ 17.88	975,202	D
Common Stock	05/23/2008	S	100	D	\$ 17.905	975,102	D
Common Stock	05/23/2008	S	1,000	D	\$ 18.01	974,102	D
Common Stock	05/23/2008	S	400	D	\$ 18.105	973,702	D

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr.
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4, and 5)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON C RICHARD C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST. NEEDHAM, MA 02494	X		President, CEO	

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).

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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