PTC INC.
Form 4
November 17, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ranaldi Robert

(Last) (First) (Middle)

140 KENDRICK STREET

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PTC INC. [PTC]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2014		M		67,355	A	$ 0	100,666	D	
Common Stock	11/15/2014		F		27,910 (1)	D	$ 37.9	72,756	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 Securities (Instr. 3 and 4)		8. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	11/15/2014		M			8,400	(3)	(3)	Common Stock	8,400	
Restricted Stock Units	(2)	11/15/2014		M			12,600	(4)	(4)	Common Stock	12,600	
Restricted Stock Units	(2)	11/15/2014		M			8,209	(5)	(5)	Common Stock	8,209	
Restricted Stock Units	(2)	11/15/2014		M			12,845	(6)	(6)	Common Stock	12,845	
Restricted Stock Units	(2)	11/15/2014		M			9,753	(7)	(7)	Common Stock	9,753	
Restricted Stock Units	(2)	11/15/2014		M			7,774	(8)	(8)	Common Stock	7,774	
Restricted Stock Units	(2)	11/15/2014		M			7,774	(9)	(9)	Common Stock	7,774	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ranaldi Robert 140 KENDRICK STREET NEEDHAM, MA 02494			EVP Worldwide Sales	

Signatures

Catherine Gorecki by power of attorney filed 4/29/2011	11/17/2014
**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)	Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 67,355 shares of the Reporting Person's restricted stock unit awards on November 15, 2014.
(2)	Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
(3)	Service-based RSUs awarded on November 1, 2011. These RSUs vested in three substantially equal annual installments, with the last installment vested on November 15, 2014.
(4)	Performance-based RSUs awarded on November 1, 2011 that may be earned only to the extent the established performance criteria are met. The remaining half of these RSUs vested on November 15, 2014.
(5)	Performance-based RSUs awarded on November 1, 2011 subject to subsequent service-based restrictions. These RSUs vested in three substantially equal annual installments, with the last installment vested on November 15, 2014.
(6)	Service-based RSUs awarded on November 5, 2012. These RSUs vest in three substantially equal annual installments. The second installment vested on November 15, 2014 and the remaining installment will vest on November 15, 2015.
(7)	Performance-based RSUs awarded on November 5, 2012 that may be earned only to the extent the established performance criteria for each of the three performance periods are met. The units for the second period were earned in full, including those units not earned in the first period, and vested on November 15, 2014. Up to all of the remaining units awarded will vest on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved.
(8)	Service-based RSUs awarded on November 11, 2013. These RSUs vest in three substantially equal annual installments. The first installment vested on November 15, 2014 and the remaining installments will vest on each of November 15, 2015 and November 15, 2016.
(9)	Performance-based RSUs awarded on November 11, 2013 that may be earned only to the extent the established performance criteria for each of the three performance periods are met. The RSUs earned will vest as to (i) up to 34% of the units awarded on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria have been achieved, (ii) up to 33% of the units awarded, plus any not earned in the first period, on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved, and (iii) up to all of the units awarded on the later of November 15, 2016 and the date the Compensation Committee determines the performance criteria have been achieved.
(10)	This amount represents the total number of derivative securities beneficially owned of the class shown.

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