

PARAMETRIC TECHNOLOGY CORP

Form 4/A

July 06, 2005

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

OMB APPROVAL

OMB
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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 *
COHEN BARRY F

(Last) (First) (Middle)

C/O PARAMETRIC
TECHNOLOGY CORP, 140
KENDRICK STREET

(Street)

NEEDHAM, MA 02404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PARAMETRIC TECHNOLOGY
CORP [PMTC]3. Date of Earliest Transaction
(Month/Day/Year)
07/05/20054. If Amendment, Date Original
Filed(Month/Day/Year)
07/06/20055. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
EVP, Strategic Services & Ptrs.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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 23.375	07/05/2005		J	V 300,000 (1)	01/12/1999	01/12/2008	Common Stock	300,000
Employee Stock Option (right to buy)	\$ 63.8857	07/05/2005		J	V 10,392 (1)	02/19/1997	02/19/2006	Common Stock	10,392
Employee Stock Option (right to buy)	\$ 35.7391	07/05/2005		J	V 17,320 (1)	02/19/1998	02/19/2007	Common Stock	17,320
Employee Stock Option (right to buy)	\$ 15.5625	07/05/2005		J	V 200,000 (1)	09/16/2000	09/16/2009	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COHEN BARRY F C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK STREET NEEDHAM, MA 02404	EVP, Strategic Services & Ptrs.

Signatures

Christopher J. MacKrell pursuant to power of attorney filed November 10, 2004

07/06/2005

__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) The reporting person is voluntarily reporting the cancellation for no value of all options held by the reporting person having exercise prices at or above \$15.50 per share. They were surrendered to the Issuer for no consideration in a transaction exempt from Section 16.

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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