Miller Andrew Form 4 November 16, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

11/15/2018

11/15/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * Miller Andrew			Symbol	Name and C. [PTC]	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction	(Check an approache)			,	
140 KENDRICK STREET			(Month/D 11/14/20	•		below)	(give title	10% Othe below) inancial Of		
(Street)			4. If Amer	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check				
NEEDHAM		Filed(Mon	th/Day/Year	)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Dispos	ed of, or	Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount o Securities Beneficially Owned Following	For (D) Indi	m: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

M

F

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Reported

128,845

94,125

Transaction(s) (Instr. 3 and 4)

D

D

(A)

(D)

A

D

Price

\$0

Amount

81,855

34,720

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		3,949	(3)	(3)	Common Stock	3,949
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		10,531	<u>(4)</u>	<u>(4)</u>	Common Stock	10,531
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		8,028	<u>(5)</u>	(5)	Common Stock	8,028
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		6,519	<u>(6)</u>	<u>(6)</u>	Common Stock	6,519
Restricted Stock Units	<u>(2)</u>	11/14/2018		A	30,688		<u>(7)</u>	<u>(7)</u>	Common Stock	30,688
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		30,688	<u>(7)</u>	<u>(7)</u>	Common Stock	30,688
Restricted Stock Units	<u>(2)</u>	11/14/2018		A	16,056		(8)	(8)	Common Stock	16,056
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		16,056	(8)	(8)	Common Stock	16,056
Restricted Stock Units	(2)	11/14/2018		A	6,084		<u>(9)</u>	<u>(9)</u>	Common Stock	6,084
Restricted Stock Units	<u>(2)</u>	11/15/2018		M		6,084	<u>(9)</u>	<u>(9)</u>	Common Stock	6,084
Restricted Stock Units	<u>(2)</u>	11/14/2018		A	17,523		(10)	(10)	Common Stock	17,523

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miller Andrew 140 KENDRICK STREET NEEDHAM, MA 02494

EVP, Chief Financial Officer

# **Signatures**

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

11/16/2018

\*\*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 the Reporting Person incurred in connection with the vesting of the Reporting Person's restricted unit awards on November 15, 2018.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- Aspirational performance-based RSUs granted on October 31, 2016 that could be earned only to the extent the established performance measure was met for the period ended September 30, 2017. The performance measure was met at 49.2% and 11,847 RSUs were earned. The RSUs earned vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (4) RSUs granted on November 2, 2015 that vested in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (5) RSUs granted on October 31, 2016 that vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (6) RSUs granted on November 15, 2017 that vest in three substantially equal installments on November 15, 2018, 2019 and 2020.
- Performance-based RSUs granted on November 2, 2015 that could be earned only to the extent the established performance measure was met for the performance period ended September 30, 2018. The performance measure was met at 200% and 30,688 RSUs were earned and vested.
- Performance-based RSUs granted on October 31, 2016 that could be earned only to the extent the established performance measure was met for the performance period ended September 30, 2018. The performance measure was met at 200% and 16,056 RSUs were earned and vested.
- Performance-based RSUs granted on November 15, 2017 that could be earned only to the extent the established performance measure was met for the performance period ended September 30, 2018. The performance measure was met at 93.34% and 6084 RSUs were expendently extend.
- (10) RSUs granted on November 14, 2018 that vest in three substantially equal installments on November 15, 2019, 2020 and 2021.
- (11) This amount represents the total number of derivative securities beneficially owned of the class shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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