

Mitford Kathleen
Form 3
March 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mitford Kathleen | | (Month/Day/Year) | PTC INC. [PTC] | |
| (Last) | (First) | (Middle) | 03/08/2018 | |
| 140 KENDRICK STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEEDHAM,Â MAÂ 02494 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP, Products | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,746 | D | Â |
| Common Stock | 3,330 | I | Spouse |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 1,843 | \$ 0 (1) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 4,918 | \$ 0 (1) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 3,911 | \$ 0 (1) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 3,911 | \$ 0 (1) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 15,383 | \$ 0 (1) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mitford Kathleen 140 KENDRICK STREET NEEDHAM, MA 02494 | Â | Â | Â EVP, Products | Â |

Signatures

/s/Catherine Gorecki by power of attorney filed 03/09/2018
3/9/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (2) Time-based restricted stock units granted November 2, 2015 that vest as to 1,843 RSUs on November 15, 2018.
- (3) Time-based restricted stock units granted on October 31, 2016 that vest as to 2,459 RSUs on each of November 15, 2018 and November 15, 2019.
- (4) Time-based restricted stock units granted on November 15, 2017 that vest in three substantially equal installments on each of November 15, 2018, November 15, 2019 and November 15, 2020.
- (5) Aspirational performance-based RSUs granted on November 15, 2017 that can only be earned to the extent the established performance criteria are met for the performance period ending September 30, 2018. Any RSUs earned will vest in three substantially equal installments on November 15, 2018, 2019 and 2020.
- (6) Time-based restricted stock units granted on March 7, 2018 that vest in three substantially equal installments on March 15, 2019, 2020 and 2021.

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.