

Mitford Kathleen
 Form 4
 November 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Mitford Kathleen

(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)
 11/14/2018

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)
 EVP, Products

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2018		M		8,059	A	\$ 0
Common Stock	11/15/2018		F		2,377	D	\$ 89.4
							13,955 ⁽¹⁾
							11,578

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	11/15/2018		M		1,843		(4)	(4)	Common Stock	1,843
Restricted Stock Units	(3)	11/15/2018		M		2,459		(5)	(5)	Common Stock	2,459
Restricted Stock Units	(3)	11/15/2018		M		1,304		(6)	(6)	Common Stock	1,304
Restricted Stock Units	(3)	11/14/2018		A		1,236		(7)	(7)	Common Stock	1,236
Restricted Stock Units	(3)	11/15/2018		M		1,236		(7)	(7)	Common Stock	1,236
Restricted Stock Units	(3)	11/14/2018		A		1,217		(8)	(8)	Common Stock	1,217
Restricted Stock Units	(3)	11/15/2018		M		1,217		(8)	(8)	Common Stock	1,217
Restricted Stock Units	(3)	11/14/2018		A		10,713		(10)	(10)	Common Stock	10,713

Reporting Owners

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

Signatures

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

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) Includes 150 shares acquired under Employee Stock Purchase Plan on July 31, 2018.
- (2) Tendered to Issuer to satisfy tax withholding obligations of the Reporting Person incurred in connection with the vesting of the Reporting Person's restricted stock unit awards on November 15, 2018.
- (3) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (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.
- (7) Performance-based RSUs granted on February 28, 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 and 1236 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 1217 RSUs were earned and vested.
- (9) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (10) RSUs granted on November 14, 2018 that vest in three substantially equal installments on November 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.