

Edgar Filing: PARAMETRIC TECHNOLOGY CORP - Form 4/A

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 73.672	03/01/2006		M	<u>0</u> (3)	02/13/1998 ⁽⁴⁾ 02/13/2007	Common Stock	4,000
Stock Option (right to buy)	\$ 60	03/01/2006		M	<u>0</u> (3)	06/05/1997 ⁽⁶⁾ 05/15/2007	Common Stock	20,000
Stock Option (right to buy)	\$ 60.3908	03/01/2006		M	<u>0</u> (3)	04/06/1998 ⁽⁷⁾ 01/06/2008	Common Stock	19,200
Stock Option (right to buy)	\$ 73.5158	03/01/2006		M	<u>0</u> (3)	02/12/1999 ⁽⁸⁾ 02/12/2008	Common Stock	4,000
Stock Option (right to buy)	\$ 36.4063	03/01/2006		M	<u>0</u> (3)	10/20/1998 ⁽⁹⁾ 07/20/2008	Common Stock	12,000
Stock Option (right to buy)	\$ 35.4688	03/01/2006		M	<u>0</u> (3)	02/11/2000 ⁽¹⁰⁾ 02/11/2009	Common Stock	6,000
Stock Option (right to buy)	\$ 57.3438	03/01/2006		M	<u>0</u> (3)	02/10/2001 ⁽¹¹⁾ 02/10/2010	Common Stock	6,000
Stock Option (right to buy)	\$ 25.625	03/01/2006		M	<u>0</u> (3)	06/20/2001 ⁽¹²⁾ 06/20/2010	Common Stock	24,000
	\$ 39.2188	03/01/2006		M		02/15/2002 ⁽¹³⁾ 02/15/2011		6,000

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) Restricted stock award to Reporting Person with restrictions on the shares lapsing as to one-third of such shares on each of February 15, 2007, February 15, 2008 and February 15, 2009.
- (2) Adjusted to reflect the 2 for 5 reverse stock split effective February 28, 2006.
- (3) This option was previously reported and is now being reported to reflect the 2 for 5 reverse stock split effective February 28, 2006.
- (4) Option to buy 4,000 shares of common stock, exercisable in four annual increments of 1,000 each beginning on 2/13/1998, the first anniversary of the date of grant.
- (5) This amount represents the total number of Derivative Securities Beneficially Owned of the class shown (i.e. the same exercise price and expiration date). The Reporting Person owns a total of 221,200 Options to Purchase Common Stock of varying classes (i.e. varying exercise prices and expiration dates).
- (6) Option to buy 20,000 shares of common stock, exercisable as to 4,000 shares on 6/5/1997, 4,000 shares on 6/6/1997, 4,000 shares on 9/5/1997, 4,000 shares on 12/5/1997 and 4,000 shares on 3/5/1998.
- (7) Option to buy 19,200 shares of common stock, exercisable as to 4,800 shares on 4/6/1998, 4,800 shares on 7/6/1998, 4,800 shares on 10/6/1998 and 4,800 shares on 1/6/1999.
- (8) Option to buy 4,000 shares of common stock, exercisable in four annual increments of 1,000 each beginning on 2/12/1999, the first anniversary of the date of grant.
- (9) Option to buy 12,000 shares of common stock, exercisable as to 2,400 shares on 10/20/1998, 2,400 shares on 1/20/1999, 2,400 shares on 4/20/1999, 2,400 shares on 7/20/1999 and 2,400 shares on 10/20/1999.
- (10) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/11/2000, the first anniversary of the date of grant.
- (11) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/10/2001, the first anniversary of the date of grant.
- (12) Option to buy 24,000 shares of common stock, exercisable in four annual increments of 6,000 each beginning on 6/20/2001, the first anniversary of the date of grant.
- (13) Option to buy 6,000 shares of common stock, exercisable in four annual increments of 1,500 each beginning on 2/15/2002, the first anniversary of the date of grant.
- (14) Option to buy 8,000 shares of common stock, exercisable as to 4,000 shares on 5/16/2001 and 4,000 shares on 7/16/2001.
- (15) Option to buy 60,000 shares of common stock, exercisable in four annual increments of 15,000 each beginning on 9/20/2002, the first anniversary of the date of grant.
- (16) Option to buy 20,000 shares of common stock, exercisable in four annual increments of 5,000 each beginning on 5/30/2003, the first anniversary of the date of grant.
- (17) Option to buy 12,000 shares of common stock, exercisable as to 6,000 shares on 9/19/2002 and 6,000 shares on 3/19/2003.
- (18) Option to buy 10,000 shares of common stock, exercisable in four annual increments of 2,500 each beginning on 2/13/2004, the first anniversary of the date of grant.
- (19) Option to buy 10,000 shares of common stock, exercisable in four annual increments of 2,500 each beginning on 3/3/2005, the first anniversary of the date of grant.

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.