

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 *

Â Mitford Kathleen
(Last) (First) (Middle)

140 KENDRICK STREET
(Street)

NEEDHAM,Â MAÂ 02494

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/08/2018

3. Issuer Name **and** Ticker or Trading Symbol
PTC INC. [PTC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
EVP, Products

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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,Â MAÂ 02494	Â	Â	Â EVP, Products	Â

Signatures

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

03/09/2018

____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.