

PARAMETRIC TECHNOLOGY CORP
 Form 4
 August 05, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 VON STAATS AARON C

2. Issuer Name and Ticker or Trading Symbol
 PARAMETRIC TECHNOLOGY CORP [PMTC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, General Counsel & Clerk

(Last) (First) (Middle)
 C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK ST

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2005

(Street)
 NEEDHAM, MA 02494

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

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

(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

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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
Employee Stock Option (right to buy)	\$ 15	08/03/2005		D		3,000		<u>(2)</u>	08/17/2008	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 15.69	08/03/2005		D		5,000		<u>(3)</u>	11/19/2008	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 18.56	08/03/2005		D		4,000		<u>(4)</u>	03/15/2009	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 12.44	08/03/2005		D		5,000		<u>(5)</u>	05/17/2009	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 20.31	08/03/2005		D		6,000		<u>(6)</u>	11/15/2009	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 9.34	08/03/2005		D		5,000		<u>(7)</u>	05/18/2010	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 15.25	08/03/2005		D		8,000		<u>(8)</u>	01/16/2011	Common Stock	8,000
	\$ 11.68	08/03/2005		D		5,000		<u>(9)</u>	05/15/2011		5,000

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 13.62	08/03/2005	D	28,000	(10)	08/03/2008	Common Stock	28,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON STAATS AARON C C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST NEEDHAM, MA 02494			SVP, General Counsel & Clerk	

Signatures

by Christopher J. MacKrell pursuant to power of attorney filed July 29, 2005 08/05/2005

**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).
Exempt transaction pursuant to Rule 16b-3(e). The options were not exercised, but were purchased by the Issuer at the amounts shown pursuant to the exchange offer described herein. On July 6, 2005, the Issuer filed with the SEC a Tender Offer Statement on Schedule TO pursuant to which it offered its eligible employees the opportunity to exchange eligible options to purchase shares of its common stock for a cash payment. The cash payments offered in exchange for eligible options were: for eligible options with exercise prices of \$9.00-\$11.99, \$1.40 per option; for eligible options with exercise prices of \$12.00-\$14.99, \$0.61 per option; for eligible options with exercise prices of \$15.00-\$19.99, \$.032 per option; and, for eligible options with exercise prices of \$20.00-\$24.99, \$0.30 per option. The terms of the exchange offer are more fully described in the offer documents filed by the Issuer on July 6, 2005.
- (1) Granted on August 17, 1998 and exercisable as to 750 shares each on August 17, 1999, August 17, 2000, August 17, 2001 and August 17, 2002.
- (3) Granted on November 19, 1998 and exercisable as to 1,250 shares each on November 19, 1999, November 19, 2000, November 19, 2001 and November 19, 2002.
- (4) Granted on March 15, 1999 and exercisable as to 1,000 shares each on March 15, 2000, March 15, 2001, March 15, 2002 and March 15, 2003.s
- (5) Granted on May 17, 1999 and exercisable as to 1,250 shares each on May 17, 2000, May 17, 2001, May 17, 2002 and May 17, 2003.
- (6) Granted on November 15, 1999 and exercisable as to 1,500 shares each on November 15, 2000, November 15, 2001, November 15, 2002 and November 15, 2003.
- (7) Granted on May 18, 2000 and exercisable as to 2,500 shares each on May 18, 2001 and May 18, 2002.
- (8) Granted on January 16, 2001 and exercisable as to 2,000 shares each on January 16, 2002, January 16, 2003, January 16, 2004 and January 16, 2005.

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- (9) Granted May 15, 2001 and exercisable as to 1,250 shares each on May 15, 2002, May 15, 2003, May 15, 2004 and May 15,2005.
- (10) Granted on August 3, 1998 and exercisable as to 7,000 shares each on August 3, 1999, August 3, 2000, August 3, 2001 and August 3, 2002.

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.