

PTC INC.
Form 4
November 17, 2014

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 *
HEPPELMANN JAMES E

(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)
11/15/2014

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | | |
| Common Stock | 11/15/2014 | | | M | 349,550 | A | \$ 0 769,474 |
| Common Stock | 11/15/2014 | | | F | 160,965 (1) | D | \$ 37.9 608,509 |

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

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SEC 1474
(9-02)

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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 | (2) | 11/15/2014 | | M | 120,027 | (3) (3) | Common Stock 120,027 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 28,981 | (4) (4) | Common Stock 28,981 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 43,472 | (5) (5) | Common Stock 43,472 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 28,323 | (6) (6) | Common Stock 28,323 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 45,196 | (7) (7) | Common Stock 45,196 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 34,317 | (8) (8) | Common Stock 34,317 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 24,617 | (9) (9) | Common Stock 24,617 |
| Restricted Stock Units | (2) | 11/15/2014 | | M | 24,617 | (10) (10) | Common Stock 24,617 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEPPELMANN JAMES E 140 KENDRICK STREET NEEDHAM, MA 02494 | X | | President and CEO | |

Signatures

Catherine Gorecki by power of attorney filed
11/2/2007

11/17/2014

__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) Tendered to Issuer to satisfy tax withholding obligations of Reporting Person incurred in connection with the vesting of 349,550 shares of the Reporting Person's restricted stock unit awards on November 15, 2014.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
Performance-based RSUs awarded on October 1, 2010 that may be earned only to the extent the established performance criteria are met. The performance criteria for the second period were met and 120,027 RSUs vested on November 15, 2014. The remaining third of the RSUs are eligible to vest on the later of November 15, 2015 and the date the Compensation Committee determines the extent to which the performance criteria have been met.
- (3) Service-based RSUs awarded on November 1, 2011. These RSUs vested in three substantially equal annual installments, with the last installment vested on November 15, 2014.
- (4) Performance-based RSUs awarded on November 1, 2011 that may be earned only to the extent the established performance criteria are met. The remaining half of these RSUs vested on November 15, 2014.
- (5) Performance-based RSUs awarded on November 1, 2011 subject to subsequent service-based restrictions. These RSUs vested in three substantially equal annual installments, with the last installment vested on November 15, 2014.
- (6) Service-based RSUs awarded on November 5, 2012. These RSUs vest in three substantially equal annual installments. The second installment vested on November 15, 2014 and the remaining installment will vest on November 15, 2015.
Performance-based RSUs awarded on November 5, 2012 that may be earned only to the extent the established performance criteria for each of the three performance periods are met. The units for the second period were earned in full, including those units not earned in the first period, and vested on November 15, 2014. Up to all of the remaining units awarded will vest on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved.
- (7) Service-based RSUs awarded on November 11, 2013. These RSUs vest in three substantially equal annual installments. The first installment vested on November 15, 2014 and the remaining installments will vest on each of November 15, 2015 and November 15, 2016.
Performance-based RSUs awarded on November 11, 2013 that may be earned only to the extent the established performance criteria for each of the three performance periods are met. The RSUs earned will vest as to (i) up to 34% of the units awarded on the later of November 15, 2014 and the date the Compensation Committee determines the performance criteria have been achieved, (ii) up to 33% of the units awarded, plus any not earned in the first period, on the later of November 15, 2015 and the date the Compensation Committee determines the performance criteria have been achieved, and (iii) up to all of the units awarded on the later of November 15, 2016 and the date the Compensation Committee determines the performance criteria have been achieved.
- (8) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (9) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (10) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (11) This amount represents the total number of derivative securities beneficially owned of the class shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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