

Miller Andrew  
Form 4  
November 16, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Miller Andrew

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
140 KENDRICK STREET

3. Date of Earliest Transaction (Month/Day/Year)  
11/14/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, Chief Financial Officer

(Street)

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

NEEDHAM, MA 02494

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 11/15/2018                           |  | M                              |   | 81,855  | A  | \$ 0                              |
| Common Stock                    | 11/15/2018                           |  | F                              |   | 34,720<br>(1)   | D  | \$ 89.4                           |
|                                 |                                      |  |                                |   | 128,845   | D  |                                   |
|                                 |                                      |  |                                |   | 94,125  | D  |                                   |

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 Share |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 3,949  |     | (3)   | (3)             | Common Stock | 3,949                     |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 10,531   |     | (4)   | (4)             | Common Stock | 10,531                    |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 8,028  |     | (5)   | (5)             | Common Stock | 8,028                     |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 6,519  |     | (6)   | (6)             | Common Stock | 6,519                     |
| Restricted Stock Units                     | (2)  | 11/14/2018                           |  | A                              |   | 30,688   |     | (7)   | (7)             | Common Stock | 30,688                    |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 30,688   |     | (7)   | (7)             | Common Stock | 30,688                    |
| Restricted Stock Units                     | (2)  | 11/14/2018                           |  | A                              |   | 16,056   |     | (8)   | (8)             | Common Stock | 16,056                    |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 16,056   |     | (8)   | (8)             | Common Stock | 16,056                    |
| Restricted Stock Units                     | (2)  | 11/14/2018                           |  | A                              |   | 6,084  |     | (9)   | (9)             | Common Stock | 6,084                     |
| Restricted Stock Units                     | (2)  | 11/15/2018                           |  | M                              |   | 6,084  |     | (9)   | (9)             | Common Stock | 6,084                     |
| Restricted Stock Units                     | (2)  | 11/14/2018                           |  | A                              |   | 17,523   |     | (10)  | (10)            | Common Stock | 17,523                    |

# Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Miller Andrew<br>140 KENDRICK STREET<br>NEEDHAM, MA 02494 |               |           | EVP, Chief Financial Officer |       |

# Signatures

|  |            |
|--|------------|
| /s/Catherine Gorecki by power of attorney filed<br>11/2/2007 | 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) Tendered to Issuer to satisfy tax withholding obligations of the Reporting Person incurred in connection with the vesting of the Reporting Person's restricted unit awards on November 15, 2018.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) Aspirational performance-based RSUs granted on October 31, 2016 that could be earned only to the extent the established performance measure was met for the period ended September 30, 2017. The performance measure was met at 49.2% and 11,847 RSUs were earned. The RSUs earned vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (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 November 2, 2015 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 200% and 30,688 RSUs were earned and vested.
- (8) Performance-based RSUs granted on October 31, 2016 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 200% and 16,056 RSUs were earned and vested.
- (9) 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 6084 RSUs were earned and vested.
- (10) RSUs granted on November 14, 2018 that vest in three substantially equal installments on November 15, 2019, 2020 and 2021.
- (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. 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.