

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

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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.

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