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PARAMETRIC TECHNOLOGY CORP Form 4 December 07, 2007

December o	1,2001												
FORM	ΠД									OMB AF	PROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check th if no lon									Expires:	January 31,			
subject t Section Form 4 d	6. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										2005 verage 's per 0.5		
Form 5 obligation may con <i>See</i> Instr 1(b).	Filed pu ons Section 17	(a) of the	to Section 16(a) of the Securities Exchange Act of 1934, he Public Utility Holding Company Act of 1935 or Section (h) of the Investment Company Act of 1940										
(Print or Type	Responses)												
HEPPELMANN JAMES E Symbol				er Name and Ticker or Trading				8	5. Relationship of Reporting Person(s) to Issuer				
			CORP	CORP [PMTC]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	of Earliest	t Tr	ansaction			Director		Owner		
				/Day/Year) /2007					XOfficer (give titleOther (specify below) Chief Product Officer, EVP				
	(Street)		4 If Am	endment	Da	te Origina	al		6. Individual or Joi	nt/Group Filin	o(Check		
NEEDHAM	И, MA 02494			onth/Day/Y		-			Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Per	rson		
(City)	(State)	(Zip)	Tab	ole I - Noi	n-D	erivative	Secu		ired, Disposed of,	or Beneficial	y Owned		
1.Title of Security (Instr. 3)	1. Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if			Code	Transaction Disposed of (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)	(
Common Stock	12/06/2007			S		1,474	D	\$ 17.5	361,672	D			
Common Stock	12/06/2007			S		330 <u>(1)</u>	D	\$ 17.54	361,342	D			
Common Stock	12/06/2007			S		2,670	D	\$ 17.5401	358,672	D			
Common Stock	12/06/2007			S		872 <u>(1)</u>	D	\$ 17.55	357,800	D			
	12/06/2007			S			D	\$ 17.56	356,400	D			

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Common Stock			1,400 (1)			
Common Stock	12/06/2007	S	700 <u>(1)</u> D	\$ 17.5601	355,700	D
Common Stock	12/06/2007	S	300 <u>(1)</u> D	\$ 17.57	355,400	D

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

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 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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
T	Director	10% Owner	Officer	Other			
HEPPELMANN JAMES E C/O PARAMETRIC TECHNOLOGY CORP 140 KENDRICK ST. NEEDHAM, MA 02494			Chief Product Officer, EVP				
Signatures							
Catherine Gorecki pursuant to power of attorney 11/2/2007	/ filed	12/07/200)7				
<u>**</u> 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) Shares sold pursuant to a pre-established Rule 10b5-1(c) trading plan.

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.