

Miller Andrew
 Form 4
 November 17, 2017

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 *
 Miller Andrew

(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)
 11/15/2017

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)
 EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/15/2017 | | M | 85,071 | A \$ 0 | 143,011 | D |
| Common Stock | 11/15/2017 | | F | 38,547 <u>(1)</u> | D \$ 63.92 | 104,464 | D |

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 Share |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 9,281 | | (3) | (3) | Common Stock | 9,281 |
| Restricted Stock Units | (2) | 11/15/2017 | | A | | 21,625 | | (4) | (4) | Common Stock | 21,625 |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 21,625 | | (4) | (4) | Common Stock | 21,625 |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 10,532 | | (5) | (5) | Common Stock | 10,532 |
| Restricted Stock Units | (2) | 11/15/2017 | | A | | 19,411 | | (6) | (6) | Common Stock | 19,411 |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 19,411 | | (6) | (6) | Common Stock | 19,411 |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 8,028 | | (7) | (7) | Common Stock | 8,028 |
| Restricted Stock Units | (2) | 11/15/2017 | | A | | 11,847 | | (8) | (8) | Common Stock | 11,847 |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 3,949 | | (8) | (8) | Common Stock | 3,949 |
| Restricted Stock Units | (2) | 11/15/2017 | | A | | 12,245 | | (9) | (9) | Common Stock | 12,245 |
| Restricted Stock Units | (2) | 11/15/2017 | | M | | 12,245 | | (9) | (9) | Common Stock | 12,245 |

Restricted
Stock
Units

(2)

11/15/2017

A

19,555

(10)

(10)

Common
Stock

19,555

Reporting Owners

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

Signatures

/s/Deanna Osganian by power of attorney filed
11/14/2017

11/17/2017

__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 85,071 shares of the Reporting Person's restricted stock unit awards on November 15, 2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (3) RSUs awarded on February 9, 2015 that vested in three substantially equal annual installments on November 15, 2015, 2016 and 2017.
- (4) Performance-based RSUs granted on February 9, 2015 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 100% and 21,625 RSUs were earned and vested.
- (5) RSUs granted on November 2, 2015 that vest in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (6) Performance-based RSUs granted on November 2, 2015 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 184.31% and 19,411 RSUs were earned and vested.
- (7) RSUs granted on October 31, 2016 that vest in three substantially equal installments on November 15, 2017, 2018 and 2019.
- (8) Aspirational performance-based RSUs granted on October 31, 2016. 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.
- (9) Performance-based RSUs granted on October 31, 2016 that could be earned only to the extent the established performance criteria were met for the performance period ended September 30, 2017. The performance measure was met at 152.53% and 12,245 RSUs were earned and vested.
- (10) RSUs awarded on November 15, 2017 that vest in three substantially equal installments on November 15, 2018, 2019 and 2020.
- (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.