

PTC INC.

Form 4

November 17, 2016

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DIBONA ANTHONY**

(Last) (First) (Middle)

**PTC INC., 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)  
**11/15/2016**

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, Renewal Sales

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/15/2016                              |                                                             | M                                    | 44,385 D                                                                | \$ 0 66,436                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/15/2016                              |                                                             | F                                    | 18,670<br>(1) D                                                         | \$ 47.53 47,766                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/16/2016                              |                                                             | S                                    | 3,857<br>(2) D                                                          | \$ 47.5502 43,909<br>(3)                                                                                           | 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**

SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 13,926                                                              | (5)                 | (5)                | Common<br>Stock | 13,926                              |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | A                                       |                                                                                                        | 4,047                                                          |                                                                     | (6)                 | (6)                | Common<br>Stock | 4,047                               |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 4,047                                                               | (7)                 | (7)                | Common<br>Stock | 4,047                               |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 6,041                                                               | (8)                 | (8)                | Common<br>Stock | 6,041                               |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | A                                       |                                                                                                        | 12,826                                                         |                                                                     | (9)                 | (9)                | Common<br>Stock | 12,826                              |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 12,826                                                              | (10)                | (10)               | Common<br>Stock | 12,826                              |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 11/15/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 7,545                                                               | (11)                | (11)               | Common<br>Stock | 7,545                               |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                    |
|------------------------------------------------------------------------|----------------------------------|
|                                                                        | Director 10% Owner Officer Other |
| DIBONA ANTHONY<br>PTC INC.<br>140 KENDRICK STREET<br>NEEDHAM, MA 02494 | EVP, Renewal Sales               |

## Signatures

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

11/17/2016

\_\_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 44,385 shares of the Reporting Person's restricted stock unit awards on November 15, 2016.
- (2) Shares sold pursuant to a pre-established 10b5-1(c) trading plan.

This transaction was executed in multiple trades at prices ranging from \$47.53 to \$47.65. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- (5) RSUs awarded on November 11, 2013 that vested in three substantially equal annual installments on November 15, 2014, 2015 and 2016.

Performance-based restricted stock units awarded on November 10, 2014 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2015, September 30, 2016 and September 30, 2017. The performance measure for the first period was not met and no RSUs were earned. The performance measure for the second performance period was met at 67% and 4,047 RSUs were earned.
- (6) Performance-based restricted stock units awarded on November 10, 2014 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2015, September 30, 2016 and September 30, 2017. The performance measure for the first period was not met and no RSUs were earned. The performance measure for the second performance period was met at 67% and 4,047 RSUs vested.
- (7) RSUs awarded on November 10, 2014 that vest in three substantially equal installments on November 15, 2015, 2016 and 2017.

Performance-based restricted stock units awarded on November 2, 2015 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2016, September 30, 2017 and September 30, 2018. The performance measure for the first period was met at 170% and 12,826 RSUs were earned.
- (9) Performance-based restricted stock units awarded on November 2, 2015 that may be earned only to the extent the established performance criteria are met for each of the three performance periods ending September 30, 2016, September 30, 2017 and September 30, 2018. The performance measure for the first period was met at 170% and 12,826 RSUs vested.
- (10) RSUs awarded on November 2, 2015 that vest in three substantially equal installments on November 15, 2016, 2017 and 2018.
- (11) This amount represents the total number of derivative securities beneficially owned of the class shown.
- (12)

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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