

Miller Andrew
Form 4
November 17, 2017

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

(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)	Amount or 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

