

PARAMETRIC TECHNOLOGY CORP  
 Form 4  
 April 28, 2008

**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 \*  
 COHEN BARRY F

2. Issuer Name and Ticker or Trading Symbol  
 PARAMETRIC TECHNOLOGY CORP [PMTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/25/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP Strategic Services

C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK STREET

(Street)

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

NEEDHAM, MA 02404

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/25/2008		S		3,400 D \$ 16.85	229,729	D
Common Stock	04/25/2008		S		131 D \$ 16.88	229,598	D
Common Stock	04/25/2008		S		600 D \$ 16.89	228,998	D
Common Stock	04/25/2008		S		500 D \$ 16.9	228,498	D
	04/25/2008		S		500 D \$ 16.94	227,998	D

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Common Stock							
Common Stock	04/25/2008	S	1,100	D	\$ 16.96	226,898	D
Common Stock	04/25/2008	S	4,389	D	\$ 16.97	222,509	D
Common Stock	04/25/2008	S	100	D	\$ 16.9725	222,409	D
Common Stock	04/25/2008	S	200	D	\$ 16.975	222,209	D
Common Stock	04/25/2008	S	5,700	D	\$ 16.98	216,509	D
Common Stock	04/25/2008	S	8,200	D	\$ 16.99	208,309	D
Common Stock	04/25/2008	S	5,200	D	\$ 17	203,109	D
Common Stock	04/25/2008	S	34	D	\$ 17.005	203,075	D
Common Stock	04/25/2008	S	800	D	\$ 17.01	202,275	D
Common Stock	04/25/2008	S	1,800	D	\$ 17.02	200,475	D
Common Stock	04/25/2008	S	100	D	\$ 17.05	200,375	D
Common Stock	04/25/2008	S	2,246	D	\$ 17.08	198,129	D

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

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(9-02)

**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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

COHEN BARRY F  
C/O PARAMETRIC TECHNOLOGY CORP  
140 KENDRICK STREET  
NEEDHAM, MA 02404

EVP Strategic Services

## Signatures

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

04/28/2008

\_\_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).

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.