

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**

SEC Accession No. **0001227524-05-00001**

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### ISSUER

#### PARAMETRIC TECHNOLOGY CORP

CIK: **857005** | IRS No.: **042866152** | State of Incorporation: **MA** | Fiscal Year End: **0930**  
SIC: **7372** Prepackaged software

Mailing Address  
*140 KENDRICK STREET  
NEEDHAM MA 02494*

Business Address  
*140 KENDRICK STREET  
NEEDHAM MA 02494  
7813705000*

### REPORTING OWNER

#### DIBONA ANTHONY

CIK: **1227524**  
Type: **4** | Act: **34** | File No.: **000-18059** | Film No.: **05789783**

Mailing Address  
*C/O PARAMETRIC  
TECHNOLOGY CORP  
140 KENDRICK ST  
NEEDHAM MA 02494*

Business Address  
*7813705000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>DIBONA ANTHONY</b>			2. Issuer Name and Ticker or Trading Symbol <b>PARAMETRIC TECHNOLOGY CORP</b> <b>[PMTC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Global Maintenance Support</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/02/2005</b>					
C/O PARAMETRIC TECHNOLOGY CORP, 140 KENDRICK ST			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>NEEDHAM, MA 02494</b>								
(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	05/02/2005		M		12,500	A	\$1.99	12,502	D	
Common Stock	05/02/2005		S		10,000 <sup>(1)</sup>	D	\$5.3	2,502	D	
Common Stock	05/02/2005		S		2,000 <sup>(1)</sup>	D	\$5.2647	502	D	
Common Stock	05/02/2005		S		500 <sup>(1)</sup>	D	\$5.26	2	D	
Common Stock								6,000	I	By A/P DiBona Family Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock	\$1.99	05/02/2005		M			12,500	(2)	02/13/2013	Common Stock	12,500	\$0	789,375	D	

