

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Wrenn Kevin</u>			2. Issuer Name and Ticker or Trading Symbol <u>PTC INC. [ PTC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>EVP, Products</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>121 SEAPORT BOULEVARD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOSTON MA 02210</u>								
(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			

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(I)	11/17/2020		A		3,696		(2)	(2)	Common Stock	3,696	\$0	3,696 <sup>(5)</sup>	D	
Restricted Stock Units	(I)	11/17/2020		A		3,696		(3)	(3)	Common Stock	3,696	\$0	3,696 <sup>(5)</sup>	D	
Restricted Stock Units	(I)	11/17/2020		A		7,393		(4)	(4)	Common Stock	7,393	\$0	7,393 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of PTC Inc. common stock.
- Target performance-based RSUs that can be earned to the extent the rTSR performance-measure is met for each of the three performance periods. RSUs earned are eligible to vest in three substantially equal installments on November 15, 2021, 2022 and 2023.
- Target performance-based RSUs that can be earned to the extent the adjusted free cash flow performance-measure is met for each of the three performance periods. RSUs earned are eligible to vest in three substantially equal installments on November 15, 2021, 2022 and 2023.
- Service-based RSUs that vest in three substantially equal installments on November 15, 2021, 2022 and 2023.
- This amount represents the total number of derivative securities beneficially owned of the class shown.

/s/Catherine Gorecki by Power of Attorney filed 02/12/2020 11/19/2020

\*\* Signature of Reporting Person Date

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

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.