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PARAMETRIC TECHNOLOGY CORP

Form S-8 POS

September 22, 2005

As filed with the Securities and Exchange Commission on September 22, 2005

Registration Nos. 333-55800, 333-93729, 333-72783

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PARAMETRIC TECHNOLOGY CORPORATION
(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation)

04-2866152
(I.R.S. Employer
Identification No.)

140 Kendrick Sreet, Needham, Massachusetts 02494
(Address of Principal Executive Offices) (Zip Code)

1997 NONSTATUTORY STOCK OPTION PLAN
(Full Title of the Plan)

Aaron C. von Staats
Senior Vice President, General Counsel & Clerk
Parametric Technology Corporation
140 Kendrick Street
Needham, Massachusetts 02494
(Name and address of agent for service)

(781) 370-5000
(Telephone number, including area code, of agent for service)

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Deregistration of Shares

Parametric Technology Corporation ("PTC") filed the following Registration Statements on Form S-8 with the Securities and Exchange Commission relating to the registration of shares of PTC Common Stock, \$.01 par value per share (the "Common Stock"), authorized for issuance under PTC's 1997 Nonstatutory Stock Option Plan: Registration Statement No. 333-55800 on February 16, 2001, 9,500,000 shares of Common Stock; Registration Statement No. 333-93729 on

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December 29, 1999, 6,300,000 shares of Common Stock; and Registration Statement No. 333-72783 on February 22, 1999, 13,000,000 shares of Common Stock.

PTC has terminated further offerings under the 1997 Nonstatutory Stock Option Plan and hereby removes from registration all 9,500,000 shares of Common Stock registered under Registration Statement No. 333-55800, all 6,300,000 shares of Common Stock registered under Registration Statement No. 333-93729 and 5,436,249 shares of Common Stock registered under Registration Statement No. 333-72783, in each case that either have not been issued previously or are not subject to outstanding stock options.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Needham, Massachusetts, on the 21st day of September, 2005.

PARAMETRIC TECHNOLOGY CORPORATION

By: /s/ C. Richard Harrison

C. Richard Harrison
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include Principal Executive Officer (C. Richard Harrison), Principal Financial and Accounting Officer (Cornelius F. Moses, III), and Board of Directors (Noel G. Posternak).

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/s/ Robert N. Goldman Director September 21, 2005

Robert N. Goldman

/s/ Donald K. Grierson Director September 21, 2005

Donald K. Grierson

/s/ Oscar B. Marx, III Director September 21, 2005

Oscar B. Marx, III

/s/ Joseph M. O'Donnell Director September 21, 2005

Joseph M. O'Donnell

/s/ Michael E. Porter Director September 21, 2005

Michael E. Porter