PEGASYSTEMS INC

Form 4

February 19, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

Expires:

2005

subject to Section 16. Form 4 or Form 5

if no longer

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JONES RICHARD H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

PEGASYSTEMS INC [PEGA]

(Check all applicable)

C/O PEGASYSTEMS INC., 1

3. Date of Earliest Transaction

(Month/Day/Year) 02/18/2015

Filed(Month/Day/Year)

_X__ Director 10% Owner Other (specify Officer (give title below)

ROGERS STREET

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CAMBRIDGE, MA 02142

		140		, , , , , , , , , , , , , , , , , , , ,			ca, 2 .sposca o.	, 01 201101101	J
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	` ,	any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(1)		Reported	(Instr. 4)	
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/18/2015		M	60,000	A	\$0	804,323	D	
Common Stock	02/18/2015		F	8,449 (1)	D	\$ 20.95	795,874	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: PEGASYSTEMS INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	۷.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisat	ne and	7. Title and A	Amount (
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Yea	r)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
	•				(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration	Title	Amoun or Numbe
				Code V	(A) (D)		Date		of Shar
Stock	¢ 2 05 (2)	02/19/2015		M	60,000	06/02/2006(3)	06/02/2015	Common	60,00

M

60,000

Date

06/02/2006⁽³⁾ 06/02/2015

Stock

Reporting Owners

\$ 2.95 (2)

Options

Reporting Owner Name / Address	Relationships						
Transfer and an area area.	Director	10% Owner	Officer	Other			
JONES RICHARD H							
C/O PEGASYSTEMS INC.	X						
1 ROGERS STREET	Λ						
CAMBRIDGE, MA 02142							

02/18/2015

Signatures

/s/ Janet Mesrobian, Esq., as Attorney-in-Fact for Richard H
Jones 02/19/2015

**Signature of Reporting Person

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).
- (1) Represents the number of shares withheld by the Company to pay the exercise price of the Stock Option referenced in Table II and applicable payroll taxes.
- (2) This exercise price was previously reported as \$5.90 but has been adjusted to reflect the 2-for-1 forward stock split of Pegasystems Inc.'s common stock that occured April 1, 2014.
- (3) Options vested 20% on 6/2/2006 and the remaining 80% vested in equal quarterly installments over the next four years.
- (4) This stock option grant was previously reported as 30,000 shares but has been adjusted to reflect the 2-for-1 stock split that occured on April 1, 2014.

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.

Reporting Owners 2