PEGASYSTEMS INC Form 4

July 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

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(b).

(City)

(Zip)

(State)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Persor JONES RICHARD H	Symbol	5. Relationship of Reporting Person(s) to Issuer		
	PEGASYSTEMS INC [PEGA]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	_X_ Director 10% Owner		
C/O PEGASYSTEMS INC., 1	07/08/2016	Officer (give title Other (specify		
ROGERS STREET		below) below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
		X Form filed by One Reporting Person		
CAMBRIDGE, MA 02142		Form filed by More than One Reporting		
		Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	07/08/2016		S	Amount 300 (1)	` ′	\$ 27.35 (2)	75,209 <u>(3)</u>	I	Jones Family Foundation
Common Stock	07/08/2016		S	600 (1)	D	\$ 27.35 (2)	633,509	D	
Common Stock	07/11/2016		S	200 (1)	D	\$ 27.81 (4)	75,009 (3)	I	Jones Family Foundation
Common Stock	07/11/2016		S	400 (1)	D	\$ 27.81	633,109	D	

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(4)

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

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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. Transac Code (Instr. 8	5. ctionNumber of S) Deriva Securit Acquir (A) or Dispos of (D) (Instr. 4, and	(Month/Day tive ties red	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (I	Date Exercisable D)	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Richard 07/12/2016 Jones

> **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).
- (1) Sold pursuant to a pre-arranged stock trading plan under rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- Represents the weighted average of the sale prices on July 8, 2016, ranging from \$27.35 to \$27.36.
- (3) Shares owned by the Jones Family Foundation, as which Mr. Jones has no pecuniary interest.
- Represents the weighted average of the sale prices on July 11, 2016, ranging from \$27.81 to \$27.82.

Reporting Owners 2

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(9-02)

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