

PEGASYSTEMS INC
Form 4
September 10, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOUNINIS EFSTATHIOS A

(Last) (First) (Middle)

**C/O PEGASYSTEMS INC., 1
ROGERS STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEGASYSTEMS INC [PEGA]

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP of Finance & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/09/2013		M		\$ 0 351	D	
Common Stock	09/09/2013		F		\$ 37.63 15 (2)	D	
Common Stock	09/09/2013		S		\$ 37.63 0	D	
Common Stock	09/09/2013		M		\$ 0 351	D	
Common Stock	09/09/2013		F		\$ 37.66 16	D	

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Common Stock	09/09/2013		S	16	D	\$ <u>(2)</u> 37.66	0	D
Common Stock	09/09/2013		M	500	A	\$ 0	500	D
Common Stock	09/09/2013		F	257	D	\$ <u>(2)</u> 37.69	243	D
Common Stock	09/09/2013		S	243	D	\$ <u>(3)</u> 37.69	0	D
Common Stock	09/09/2013		M	250	A	\$ 0	250	D
Common Stock	09/09/2013		F	129	D	\$ <u>(2)</u> 37.62	121	D
Common Stock	09/09/2013		S	121	D	\$ <u>(5)</u> 37.63	0	D

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. 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option - Right to Acquire	\$ 35.1	09/09/2013		M	351	12/14/2011 ⁽¹⁾ 12/14/2020	Common Stock	1,405
	\$ 35.1	09/09/2013		M	351	12/14/2011 ⁽¹⁾ 12/14/2020		1,405

Stock Option - Right to Acquire								Common Stock	
Stock Option - Right to Acquire	\$ 10.41	09/09/2013	M	500	04/24/2009 ⁽⁴⁾	04/24/2018		Common Stock	10,000
Stock Option - Right to Acquire	\$ 10.41	09/09/2013	M	250	04/24/2009 ⁽⁴⁾	04/24/2018		Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOUNINIS EFSTATHIOS A C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142			VP of Finance & CAO	

Signatures

/s/ Janet Mesrobian, Esq., as Attorney-In-Fact for Efstathios A. Kouninis

09/10/2013

__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) All options vest 20% on December 14, 2011, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (2) Represents the exercise price of the Stock Option referenced in Table II, which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.
- (3) Represents the weighted average of sale prices on 09/09/2013, ranging from \$37.69 to \$37.692.
- (4) All options vest 20% on April 24, 2009, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (5) Represents the weighted average of sale prices on 09/09/2013, ranging from \$37.61 to \$37.63.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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