### Edgar Filing: JONES RICHARD H - Form 4

JONES RIC	HARD H											
Form 4												
October 28,	2011											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									Expires:	January 31,		
								•	2005			
Section 16. SECURITIES									Estimated average burden hours per			
Form 4 or						A ( C1024	response 0.					
Form 5 obligations biligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section												
may cont See Instr	linue.			vestment	•	· ·			1			
See Instr 1(b).	uction	20(11)	or the m	, countent	compun	.9 1 10		0				
(Print or Type I	Responses)											
1 Nama and A	Address of Reporting F	Domon *			<b>T</b> . 1			5 Delationship of	Deporting Dar	on(a) to		
JONES RIC				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
Symbol				SYSTEMS INC [PEGA]								
(Last)	(First) (M	liddle)		f Earliest Transaction				(Check all applicable)				
(2007)	(1130)	induite)	(Month/D					_X_ Director10% Owner				
	SYSTEMS INC., 1	101	10/26/20					Officer (give	ve title Other (specify below)			
MAIN STR	EET							below)	Delow)			
	(Street)		4. If Ame	ndment, Da	te Original 6. Individua			6. Individual or Jo	or Joint/Group Filing(Check			
Filed(Month/Day/Year)							Applicable Line)					
_X_Form filed by One Ro Form filed by More th												
CAMBRIDGE, MA 02142												
(City)	(State) (	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date 2A. Deemed			3. 4. Securities Acquired				5. Amount of	6. Ownership			
Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)				Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
								Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
C				coue (	7 mount	(2)	\$					
Common Stock	10/26/2011			S	200 (1)	D	36.23	439,009	D			
STOCK							(2)					
Common	10/07/2011			C	200(1)	D	\$	428 800	D			
Stock	10/27/2011			S	200 <u>(1)</u>	D	38.42	438,809	D			
										Grantor		
Common								54 577	T	Retained		
Stock								54,577	Ι	Annuity		
										Trust		

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

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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.

#### 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title M	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
JONES RICHARD H C/O PEGASYSTEMS INC. 101 MAIN STREET CAMBRIDGE, MA 02142	Х						
Signatures							

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Richard H. Jones

\*\*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) Sold pursuant to a pre-arranged stock trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

(2) Represents the weighted average of sale prices on 10/26/2011, ranging from \$36.17 to \$36.29.

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.

10/28/2011

Date