### Edgar Filing: PEGASYSTEMS INC - Form 4

PEGASYS1 Form 4												
March 19, 2013 FORM 4 UNITED STATES S				SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL		
Chaolt th	Was	Washington, D.C. 20549						3235-0287				
Check th if no long subject to Section 1 Form 4 c		OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES						Expires: January 31 2009 Estimated average burden hours per response 0.5				
Form 5 obligatio may com <i>See</i> Instr 1(b).	ns Section 1 tinue. uction	7(a) of the	Public U		ling Con	npany	y Act of	e Act of 1934, 1935 or Section 0	1			
(Print or Type ]	Responses)											
			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol PEGASYSTEMS INC [PEGA]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					k all applicable)				
	SYSTEMS INC		(Month/D 03/17/20	ay/Year)				Director X Officer (give below) Senior V				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>					
CAMBRID	GE, MA 02142	2						Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	03/17/2013			М	142 (1)	А	\$0	11,682	D			
Common Stock	03/17/2013			F	46	D	\$ 28.52	11,636	D			

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

Persons who respond to the collection of information contained in this form are not 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 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. Transacti Code (Instr. 8)	5. Number on 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. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0	03/17/2013		М	142 (1)	03/17/2012(1)	(3)	Common Stock	2,836	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KRA DOUGLAS I C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142			Senior VP, Pega Consulting				
Signatures							

/s/ Janet Mesrobian, Esq., as Attorney-In-Fact for Douglas I. Kra <u>\*\*Signature of Reporting Person</u> 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) Represents 5% quarterly vesting on March 17, 2013. Original grant was 2,836 RSUs, with 20% vested on March 17, 2012, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- (3) Once vested, the shares of common stock are not subject to expiration.

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.