#### PEGASYSTEMS INC

Form 4 June 19, 2015

### FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * KRA DOUGLAS I			2. Issuer Name <b>and</b> Ticker or Trading Symbol PEGASYSTEMS INC [PEGA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheeth air applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O PEGASYSTEMS INC., 1 ROGERS STREET (Street)			06/17/2015	_X_ Officer (give title Other (specify below) Senior VP, Pega Consulting			
			4. If Amendment, Date Original 6. Individual or Joint/Group				
			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)	Table I - Non-Derivative Secu						rities Acquired, Disposed of, or Beneficially Owned					
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			*	5. Amount of Securities	6. Ownership Form: Direct	nip 7. Nature of ect Indirect			
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)		5)	Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)				
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock	06/17/2015		M	284 (1)	A	\$0	30,311	D				
Common Stock	06/17/2015		F	93	D	\$ 22.75	30,218	D				

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of the following of the securities of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secui (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0	06/17/2015		M	284	03/17/2012	(3)	Common Stock	5,672	\$

# **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., Attorney-in-Fact for Douglas Kra

06/19/2015

\*\*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) Represents 5% vesting on June 17, 2015. The original grant was 5672 restricted stock units, with 20% vesting on March 17, 2012, and the remaining 80% vesting in equal quarterly installments over the remaining 4 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.

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