

Mayer Max Alan  
 Form 3  
 December 05, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Mayer Max Alan			11/24/2008		PEGASYSTEMS INC [PEGA]	
(Last)	(First)	(Middle)				4. Relationship of Reporting Person(s) to Issuer
101 MAIN STREET						5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)						
CAMBRIDGE, MA 02142						6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person
						<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,022	D	

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	03/13/2009 <sup>(1)</sup>	03/13/2018	Common Stock	5,566	\$ 0	D	Â
Stock Option	12/13/2008 <sup>(2)</sup>	12/13/2017	Common Stock	16,000	\$ 12	D	Â
Restricted Stock Units	12/13/2008 <sup>(3)</sup>	12/13/2017	Common Stock	8,000	\$ 0	D	Â
Stock Option	12/08/2005 <sup>(4)</sup>	12/08/2015	Common Stock	100,000	\$ 8.67	D	Â
Stock Option	02/04/2005 <sup>(5)</sup>	11/04/2014	Common Stock	10,000	\$ 7.115	D	Â
Stock Option	11/09/2004 <sup>(6)</sup>	08/09/2014	Common Stock	10,000	\$ 6.2	D	Â
Stock Option	08/01/2004 <sup>(7)</sup>	05/01/2014	Common Stock	80,000	\$ 8.6	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayer Max Alan 101 MAIN STREET CAMBRIDGE, MA 02142	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Max Alan Mayer 12/05/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 RSUs vest 100% on March 13, 2009.
- (2) All options vest 20% on December 13, 2008 and 80% in equal quarterly installments over next five years.
- (3) All RSUs vest 20% on December 13, 2008 and 80% in equal quarterly installments over next five years.
- (4) All options vested 100% on December 8, 2005.
- (5) All options vest on a five year quarterly vesting schedule beginning on the date of grant, with the first vesting date occurring on February 4, 2005.
- (6) All options vest on a five year quarterly vesting schedule beginning on the date of grant, with the first vesting date occurring on November 9, 2004.
- (7) All options vest on a five year quarterly vesting schedule beginning on the date of grant, with the first vesting date occurring on August 1, 2004.

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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