

PEGASYSTEMS INC

Form 4

June 18, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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)

06/16/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP of Finance & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock ⁽⁵⁾	06/16/2014		M	80	A \$ 0	197	D
Common Stock	06/16/2014		F	68	D \$ ⁽¹⁾ 21.02	129	D
Common Stock	06/16/2014		S	12	D \$ 21.02	117	D
Common Stock	06/16/2014		M	150	A \$ 0	267	D
Common Stock	06/16/2014		F	122	D \$ 21.03	145	D

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Common Stock	06/16/2014	S	28	D	⁽¹⁾ \$ 21.04	117	D
Common Stock	06/16/2014	M	648	A	\$ 0	765	D
Common Stock	06/16/2014	F	439	D	\$ 21.03	326	D
Common Stock	06/16/2014	S	209	D	⁽¹⁾ \$ 21.03	117	D
Common Stock	06/16/2014	M	280	A	⁽⁶⁾ \$ 0	397	D
Common Stock	06/16/2014	F	249	D	\$ 21.04	148	D
Common Stock	06/16/2014	S	31	D	⁽¹⁾ \$ 21.04	117	D

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

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(9-02)

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	\$ 16.15	06/16/2014		M	80	12/15/2010 ⁽²⁾ 12/15/2019	Common Stock	1,606
Stock Option -	\$ 15.19	06/16/2014		M	150	12/14/2012 ⁽³⁾ 12/14/2021	Common Stock	2,998

Right to
Acquire

Stock
Option -
Right to
Acquire

\$ 11.05 06/16/2014

M

648

12/12/2013⁽⁴⁾

12/12/2022

Common
Stock

12,942

Stock
Option -
Right to
Acquire

\$ 17.55 06/16/2014

M

280

12/14/2011⁽⁷⁾

12/14/2020

Common
Stock

2,810
⁽⁸⁾

⁽⁵⁾

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

06/18/2014

⁽⁶⁾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 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.
 - (2) All options vest 20% on December 15, 2010, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
 - (3) All options vest 20% on December 14, 2012, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
 - (4) All options vest 20% on December 12, 2013, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
 - (5) All share amounts and price data for this grant have been restated to reflect a 2-for-1 forward stock split of Pegasystems Inc.'s common stock that occurred on April 1, 2014.
 - (6) Represents the weighted average of sale prices on 6/16/2014, ranging from \$21.03 to \$21.04.
 - (7) All options vest 20% on December 14, 2011, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
 - (8) This stock option grant was previously reported as 1,405 options, but has been adjusted to reflect the 2-for-1 stock split that occurred on April 1, 2014.

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.