

Dynes Craig A  
 Form 4  
 November 20, 2009

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Dynes Craig A

2. Issuer Name and Ticker or Trading Symbol  
 PEGASYSTEMS INC [PEGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O PEGASYSTEMS INC., 101  
 MAIN STREET

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/18/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CFO and Senior VP

(Street)  
 CAMBRIDGE, MA 02142

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/18/2009                           |  | M                              |   | 10,000  | A  | \$ 8.16<br><u>(1)</u>                                 |
| Common Stock                    | 11/18/2009                           |  | F                              |   | 5,670   | D  | \$ 31.81  |
| Common Stock                    | 11/18/2009                           |  | M                              |   | 5,600   | A  | \$ 12<br><u>(2)</u>                                   |
| Common Stock                    | 11/18/2009                           |  | F                              |   | 3,569   | D  | \$ 31.81  |
| Common Stock                    | 11/18/2009                           |  | S                              |   | 10,817  | D  | \$ 32<br><u>(3)</u>                                   |
|                                 |                                      |  |                                |   |   |  | 14,456  |
|                                 |                                      |  |                                |   |   |  | 8,786   |
|                                 |                                      |  |                                |   |   |  | 14,386  |
|                                 |                                      |  |                                |   |   |  | 10,817  |
|                                 |                                      |  |                                |   |   |  | 0   |

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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) |                           |                 |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable          | Expiration Date | Title        | Amount Number Shares |
| Stock Options                              | \$ 8.16  | 09/18/2009                           |  | M                              |   | 10,000   |   | 12/07/2006 <sup>(4)</sup> | 09/07/2016      | Common Stock | 100,000              |
| Stock Options                              | \$ 12  | 09/18/2009                           |  | M                              |   | 5,600  |   | 12/13/2008 <sup>(5)</sup> | 12/13/2017      | Common Stock | 16,000               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Dynes Craig A<br>C/O PEGASYSTEMS INC.<br>101 MAIN STREET<br>CAMBRIDGE, MA 02142 |               |           | CFO and Senior VP |       |

## Signatures

/s/ Shawn Hoyt, Esq., as Attorney-in-Fact for Craig A. Dynes

09/20/2009

\_\_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 line 1 of Table II, which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.
- (2) Represents the exercise price of the Stock Option referenced in line 2 of Table II, which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.
- (3) Represents the weighted average of sales prices on 11/18/09, ranging from \$31.78 to \$32.14.
- (4) Vests over a five-year period in equal quarterly installments.

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- (5) Vests over a five-year period, with 20% vesting after 1 year and the remaining 80% vesting in equal quarterly installments over the remaining four years.

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.