#### JONES RICHARD H

Form 4

December 28, 2009

### FORM 4

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

**SECURITIES** 

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response... 0.5

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

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* JONES RICHARD H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PEGASYSTEMS INC [PEGA]

(Check all applicable)

C/O PEGASYSTEMS INC., 101

(Street)

(First)

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

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title below)

MAIN STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

12/24/2009

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	12/24/2009		S	500 (1)	D	\$ 34.6 (2)	569,215	D			
Common Stock	12/28/2009		S	500 (1)	D	\$ 35	568,715	D			
Common Stock	12/28/2009		S	500 (1)	D	\$ 35.75	568,215	D			
Common Stock							87,701	I	Family Foundation		

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

### Edgar Filing: JONES RICHARD H - Form 4

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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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nı
Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Underlyi	ing	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
Derivative				Securities	1		(Instr. 3	and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Tran
				of (D)						(Inst
				(Instr. 3,						
				4, and 5)						
							Δ	mount		
							Or			
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8)  Derivative Security	Conversion or Exercise any Code of Price of Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise Price of Derivative Security  Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Security  Execution Date, if Code of (Month/Day/Pear) (Instr. 8) Derivative Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code of (Month/Day/Year)  Price of Derivative Security Securities Security Security Security Security Security Security Securities Security Security Securities Security Securities Security Securities Security Securities	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underly Code of (Month/Day/Year) Underly Securities  Price of Derivative Securities  Security Securities  Securities  Acquired  (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable  Date Expiration Date Amount (Month/Day/Year) Underly Securities  Securities  Acquired  (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion of Exercise Price of Price of Derivative Security Securities Securitie	Conversion of Exercise of Execution Date, if any any (Month/Day/Year) or Exercise Price of Derivative Security  Security  Execution Date, if any (Month/Day/Year) of Exercise Price of Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities (Instr. 3 and 4)  Securities (Instr. 3 and 4)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date (Month/Day/Year) Underlying Security (Instr. 5)  Derivative Securities (Instr. 3 and 4)  Disposed of (D) (Instr. 3, 4, and 5)  Amount or Disposed of (D) (Instr. 3, 4, and 5)  Amount or Title Number of Number of

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

JONES RICHARD H C/O PEGASYSTEMS INC. 101 MAIN STREET CAMBRIDGE, MA 02142

X

### **Signatures**

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Richard H. Jones

12/28/2009

\*\*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) Sold pursuant to a pre-arranged stock trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) Represents the weighted average of sale prices on 12/24/2009, ranging from \$34.60 to \$34.62.

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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