#### PEGASYSTEMS INC

Form 5

January 25, 2007

## FORM 5

#### **OMB APPROVAL**

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

3235-0362 Number: January 31,

**OMB** 

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Estimated average

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Add JONES RICH		ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	PEGASYSTEMS INC [PEGA]  3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
	ZCTEMO IN	IG Â 101	(Month/Day/Year) 12/31/2006	X Director 10% Owner X Officer (give title Other (specify below)			
C/O PEGASYSTEMS INC., 101 MAIN STREET		C.,A 101		Vice Chairman			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			

## CAMBRIDGE, MAÂ 02142

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person \_\_\_ Form Filed by More than One Reporting

(check applicable line)

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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)		(A) or of (D) and 5 (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/21/2006	Â	G	5,000		\$ 0 (1)	766,667	D	Â
Common Stock	12/21/2006	Â	G	8,500	D	\$ 0 (1)	766,667	D	Â

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

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SEC 2270 (9-02)

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
JONES RICHARD H						

C/O PEGASYSTEMS INC. 101 MAIN STREET

ÂX Vice Chairman Â

Relationships

CAMBRIDGE, MAÂ 02142

## **Signatures**

Shawn Hoyt, Esq. as Attorney-In-Fact for Richard H. 01/25/2007 Jones

> \*\*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 a gift of stock for which no consideration was received.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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