

Dynes Craig A  
 Form 4  
 February 26, 2013

**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

(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)  
 02/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/22/2013                           |  | M                              |   | 10,400  | A  | \$ 12<br>(3)  |
| Common Stock                    | 02/22/2013                           |  | F                              |   | 6,590   | D  | \$ 27.32  |
| Common Stock                    | 02/22/2013                           |  | S                              |   | 3,810   | D  | \$ 27.25<br>(1)                                       |
| Common Stock                    | 02/22/2013                           |  | M                              |   | 4,696   | A  | \$ 11.88<br>(3)                                       |
|                                 | 02/22/2013                           |  | F                              |   | 2,892   | D  | 9,648   |

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|              |            |  |   |       |       |     |       |       |
|--------------|------------|--|---|-------|-------|-----|-------|-------|
| Common Stock |            |  |   |       | \$    |     |       |       |
|              |            |  |   |       | 27.18 |     |       |       |
| Common Stock | 02/22/2013 |  | S | 1,804 | D     | \$  | 27.14 | 7,844 |
|              |            |  |   |       |       | (2) |       | 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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Stock Options - Right to Acquire           | \$ 12 <sup>(3)</sup>                                   | 02/22/2013                           |  | M                              | 10,400  | 12/13/2008 <sup>(4)</sup> 12/13/2017                     | Common Stock  | 16,000 |                            |
| Stock Option - Right to Acquire            | \$ 11.88 <sup>(3)</sup>                                | 02/22/2013                           |  | M                              | 4,696   | 12/11/2009 <sup>(5)</sup> 12/11/2018                     | Common Stock  | 5,870  |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Dynes Craig A<br>C/O PEGASYSTEMS INC.<br>1 ROGERS STREET<br>CAMBRIDGE, MA 02142 |               |           | CFO and<br>Senior VP |       |

## Signatures

/s/ Janet Mesrobian, Esq., as Attorney-in-Fact for Craig A.  
Dynes

02/26/2013

\_\_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 weighted average of sale prices on 2/22/2013, ranging from \$27.24 to \$27.33.
- (2) Represents the weighted average of sale prices on 2/22/2013, ranging from \$27.07 to \$27.19.
- (3) 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.
- (4) All options vest 20% on December 13, 2008, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (5) All options vest 20% on December 11, 2009, and the remaining 80% vest 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.