PEGASYSTEMS INC

Form 4 June 14, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WEBER LARRY			2. Issuer Name and Ticker or Trading Symbol PEGASYSTEMS INC [PEGA]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O PEGA: ROGERS S	SYSTEMS INC.	(Middle)	3. Date of (Month/D 06/10/20	-	ansaction			_X_ Director Officer (give below)	10%	Owner or (specify
CAMBRID	(Street) GE, MA 02142			ndment, Da hth/Day/Year)	Č	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Per	rson
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Year) Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3, Amount 1,151	ispose 4 and (A) or	d of (D)	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)
Stock	06/10/2016			M	(1)	A	э 27.16	6,546	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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
Restricted Stock Units (2)	\$ 0	06/10/2016		M	4,603 (3)		06/10/2016	<u>(4)</u>	Common Stock	4,603
Restricted Stock Units (2)	\$ 0	06/10/2016		M		1,151 (1)	06/10/2016	<u>(4)</u>	Common Stock	4,603

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WEBER LARRY C/O PEGASYSTEMS INC., 1 ROGERS STREET CAMBRIDGE, MA 02142	X					

Signatures

/s/ Janet Mesrobian Esq., Attorney-in-Fact for Larry
Weber 06/14/2016

**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 25% vesting on June 10, 2016. Original grant was 4,603 restricted stock units (RSUs). The remaining 75% vests in equal quarterly installments over the next three quarters.
- (2) Each RSU represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- Represents a grant of 4,603 RSUs on June 10, 2016, in consideration for Mr. Weber's service as a member of the Company's Board of (3) Directors. These RSUs will vest in equal quarterly amounts with 25% vesting on the grant date, and the remaining 75% vesting over the
- (3) Directors. These RSUs will vest in equal quarterly amounts with 25% vesting on the grant date, and the remaining 75% vesting over the next three quarters.
- (4) Once vested, the shares of common stock are not subject to expiration.

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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