

Dynes Craig A
 Form 4
 November 20, 2009

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

OMB APPROVAL

OMB Number: 3235-0287
 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 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 (1)
Common Stock	11/18/2009		F		5,670	D	\$ 31.81
Common Stock	11/18/2009		M		5,600	A	\$ 12 (2)
Common Stock	11/18/2009		F		3,569	D	\$ 31.81
Common Stock	11/18/2009		S		10,817	D	\$ 32 (3)
					0		

Edgar Filing: Dynes Craig A - Form 4

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.

SEC 1474
(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 ⁽⁴⁾ 09/07/2016	Common Stock	100,000	
Stock Options	\$ 12	09/18/2009		M	5,600	12/13/2008 ⁽⁵⁾ 12/13/2017	Common Stock	16,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dynes Craig A C/O PEGASYSTEMS INC. 101 MAIN STREET 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.

Edgar Filing: Dynes Craig A - Form 4

- (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.