

PEGASYSTEMS INC
Form 5
February 14, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TREFLER ALAN

(Last) (First) (Middle)

**C/O PEGASYSTEMS INC, 101
MAIN STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEGASYSTEMS INC [PEGA]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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)
CEO and Chairman of the Board

6. Individual or Joint/Group Reporting

(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 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	12/28/2004	Â	G	2,000 D	\$ (1) 21,040,873	D	Â
Common Stock	12/28/2004	Â	G	2,000 D	\$ (1) 21,040,873	D	Â
Common Stock	12/28/2004	Â	G	2,000 D	\$ (1) 21,040,873	D	Â
Common Stock	12/28/2004	Â	G	2,000 D	\$ (1) 21,040,873	D	Â
Common Stock	12/28/2004	Â	G	2,000 D	\$ (1) 21,040,873	D	Â

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Common Stock									
Common Stock	12/28/2004	Â	G	2,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/29/2004	Â	G	2,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/29/2004	Â	G	2,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/29/2004	Â	G	2,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/29/2004	Â	G	2,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/29/2004	Â	G	100,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/30/2004	Â	G	2,000	D	\$ <u>(1)</u>	21,040,873	D	Â
Common Stock	12/30/2004	Â	G	20,000	D	\$ <u>(1)</u>	21,040,873	D	Â

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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â X	Â X	Â CEO and Chairman of the Board	Â

TREFLER ALAN
C/O PEGASYSTEMS INC
101 MAIN STREET
CAMBRIDGE, MA 02142

Signatures

Shawn Hoyt, Esq., as Attorney-in-Fact for Alan
Trefler

02/14/2005

__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.

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