JONES RICHARD H

Form 4 March 04, 2011

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:

January 31, Expires: 2005

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response... 0.5

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

| (Print or Type | Responses) | | | | | | |
|--------------------------------------|---|---|---|---|--|--|--|
| JONES RICHARD H Syn | | | uer Name and Ticker or Trading I ASYSTEMS INC [PEGA] | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (1+) | (First) (A | | - | (Check all applicable) | | | |
| (Last) | (First) (N | | of Earliest Transaction | V D' (100/ O | | | |
| C/O PEGA MAIN STR | SYSTEMS INC., REET | · · | n/Day/Year) /2011 | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| | (Street) | 4. If Ar | mendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| CAMBRID | GE, MA 02142 | Filed(M | Aonth/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (7:m) | | | | | |
| (City) | (State) | (Zip) Ta | able I - Non-Derivative Securities A | cquired, Disposed of, or Beneficially Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, i any (Month/Day/Year | Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) or | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Form: Direct Indirect Indirect Ownership Gownership (Instr. 4) (Instr. 4) (Instr. 4) | | | |
| Common Stock | 03/03/2011 | | Code V Amount (D) Prices S 100 (1) D \$ 39.4 | 477 227 D | | | |
| Common Stock | 03/04/2011 | | S 100 (1) D \$ 40 | D.1 477,127 D | | | |
| Common Stock | | | | Grantor S4,577 I Retained Annuity | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Trust

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|--------------|-------------|----------|----------|-------------|--------|
| Derivative | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C + V | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JONES RICHARD H C/O PEGASYSTEMS INC. 101 MAIN STREET CAMBRIDGE, MA 02142

X

Signatures

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Richard H. Jones

03/04/2011

**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) Sold pursuant to a pre-arranged stock trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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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