Edgar Filing: JONES RICHARD H - Form 4

JONES RIC	HARD H												
Form 4 March 22, 20	011												
										OMB APPROVAL			
Washington, D.C. 20549									OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or				CES IN	DENIFE	ста	LOW	NEDCUID OF	Expires:	January 31, 2005			
				SECUR		ICIA		NEKSHIF OF	Estimated a burden hou response	~			
Form 5 obligations may continue. See Instruction 1(b). 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 l	Responses)												
JONES RICHARD H Symb			Symbol	Name and			0	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (N	/liddle)	PEGASYSTEMS INC [PEGA] 3. Date of Earliest Transaction				Ŀ	(Check all applicable)					
C/O PEGASYSTEMS INC., 101 03/18/20 MAIN STREET				-				_X_ Director10% Owner Officer (give titleOther (specify below)below)					
	(Street) 4. If Amer Filed(Mont				-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CAMBRID	GE, MA 02142							Form filed by M Person	Iore than One Re	porting			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
2				Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)					
Common Stock	03/18/2011			S	300 <u>(1)</u>	D	34.43 (2)	475,425	D				
Common Stock	03/21/2011			S	400 <u>(1)</u>	D	\$ 33.81 (3)	475,027	D				
Common Stock								54,577	I	Grantor Retained Annuity Trust			

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)

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	nd 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

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	Х							
Signatures								
a Charm Hart Eag. as Attamary In East for Dishard H								

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

**Signature of Reporting Person

03/22/2011

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.

(2) Represents the weighted average of sale prices on 3/18/2011, ranging from \$33.30 to \$33.70.

(3) Represents the weighted average of sale prices on 3/21/2011, ranging from \$33.50 to \$34.05.

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.