

PEGASYSTEMS INC  
Form 4/A  
December 17, 2008

**FORM 4**

**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).

**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 \*  
**PYLE MICHAEL R**

(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. Date of Earliest Transaction  
(Month/Day/Year)  
**12/11/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/15/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Senior VP, Engineering

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 12/13/2008                           |  | M                              | 1,600   | A \$ 0  | 11,948   | D                                 |
| Common Stock                    | 12/13/2008                           |  | F                              | 509   | D \$ 12.33  | 11,439   | D                                 |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option - Right to Acquire            | \$ 11.88   | 12/11/2008                           |  | A                              | 4,700   | <u>(1)</u> 12/11/2018                                    | Common Stock  | 4,700                      |
| Restricted Stock Units <sup>(3)</sup>      | \$ 0   | 12/11/2008                           |  | A                              | 4,700   | <u>(2)</u> 12/11/2018                                    | Common Stock  | 4,700                      |
| Restricted Stock Units <sup>(3)</sup>      | \$ 0   | 12/13/2008                           |  | M                              | 1,600   | <u>(4)</u> 12/13/2017                                    | Common Stock  | 1,600                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| PYLE MICHAEL R<br>C/O PEGASYSTEMS INC.<br>101 MAIN STREET<br>CAMBRIDGE, MA 02142 |               |           | Senior VP, Engineering |       |

## Signatures

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Michael R. Pyle 12/17/2008

\_\_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) All options vest 20% on December 11, 2009 and 80% in equal quarterly installments over next four years.

(2) All RSUs vest 20% on December 11, 2009 and 80% in equal quarterly installments over next four years.

(3) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.

(4) Represents 20% vesting on December 13, 2008, with the remaining 80% vesting in equal quarterly installments over the remaining four years.

## Edgar Filing: PEGASYSTEMS INC - Form 4/A

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