

PEGASYSTEMS INC

Form 4

June 16, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOUNINIS EFSTATHIOS A

(Last) (First) (Middle)

**C/O PEGASYSTEMS INC., 1
ROGERS 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)

06/14/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP of Finance & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	06/14/2016		M	150	A \$ 0	201	D
Common Stock	06/14/2016		F	105	D \$ 27.65 (1)	96	D
Common Stock	06/14/2016		S	45	D \$ 27.66	51	D
Common Stock	06/14/2016		M	646	A \$ 0	697	D
Common Stock	06/14/2016		F	385	D \$ 27.65	312	D

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					(1)		
Common Stock	06/14/2016	S	261	D	\$ 27.66	51	D
Common Stock	06/14/2016	M	58 (2)	A	\$ 0	109	D
Common Stock	06/14/2016	F	19	D	\$ 27.23	90	D
Common Stock	06/15/2016	S	90	D	\$ 27.86	0	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 15.19	06/14/2016		M	150	12/14/2012(3) 12/14/2021	Common Stock 2,998
Stock Options	\$ 11.05	06/14/2016		M	646	12/12/2013(4) 12/12/2022	Common Stock 12,942
Restricted Stock Units (5)	\$ 0	06/14/2016		M	58 (2)	12/14/2012 (6)	Common Stock 1,164

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOUNINIS EFSTATHIOS A C/O PEGASYSTEMS INC.	VP of Finance & CAO

1 ROGERS STREET
CAMBRIDGE, MA 02142

Signatures

/s/ Janet Mesrobian Esq., Attorney-In-Fact for Efsthathios
Kouninis

06/16/2016

____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 Options referenced in Table II and Mr. Kouninis' tax liability, which were paid by way of withholding by the Company of shares of equal value.
- (2) Represents 5% vesting on June 14, 2016. The original grant was 1,164 restricted stock units, with 20% vesting on December 14, 2012, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
- (3) Options vested 20% on December 14, 2012, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (4) Options vested 20% on December 12, 2013, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (5) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- (6) Once vested, the shares of common stock are not subject to expiration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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