Trefler Leon Form 3 January 19, 2010

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement PEGASYSTEMS INC [PEGA] Trefler Leon (Month/Day/Year) 01/08/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 101 MAIN STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person CAMBRIDGE, MAÂ 02142 (give title below) (specify below) Form filed by More than One Senior Vice President, Sales Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 1,365 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership	
	Date Exercisable		(Instr. 4)		Price of	Derivative	(Instr. 5)	
		Expiration Date	Title	Amount or Number of	Derivative	Security:		
					Security	Direct (D)		
						or Indirect		

Edgar Filing: Trefler Leon - Form 3

				Shares		(I) (Instr. 5)	
Stock Option	12/13/2008(1)	12/13/2017	Common Stock	3,900	\$ 12	D	Â
Stock Option	12/11/2009(2)	12/11/2018	Common Stock	2,940	\$ 11.88	D	Â
Stock Option	12/15/2010(3)	12/15/2019	Common Stock	3,195	\$ 32.29	D	Â
Restricted Stock Units	12/13/2008(4)	12/13/2017	Common Stock	1,560	\$ 0	D	Â
Restricted Stock Units	12/11/2009(5)	12/11/2018	Common Stock	2,352	\$ 0	D	Â
Restricted Stock Units	12/15/2010(6)	12/15/2019	Common Stock	1,250	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Trefler Leon 101 MAIN STREET CAMBRIDGE, MA 02142	Â	Â	Senior Vice President, Sales	Â		

Signatures

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Leon
Trefler

01/19/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 13, 2008, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (2) All options vest 20% on December 11, 2009, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (3) All options vest 20% on December 15, 2010, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (4) All RSUs vest 20% on December 13, 2008, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (5) All RSUs vest 20% on December 11, 2009, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (6) All RSUs vest 20% on December 15, 2010, and the remaining 80% vest in equal quarterly installments over the remaining four years. 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.

Reporting Owners 2