Edgar Filing: KOUNINIS EFSTATHIOS A - Form 4/A

KOUNINIS EFSTATHIOS A

Form 4/A

February 07, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

burden hours per

Form 4 or Form 5 obligations may continue. 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 30(h) of the Investment Company Act of 1940

response...

1(b).

Common

Stock

12/15/2011

(Print or Type Responses)

1. Name and Address of Reporting Person ** KOUNINIS EFSTATHIOS A			2. Issues	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			PEGAS	PEGASYSTEMS INC [PEGA]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
			*	(Month/Day/Year)				Director _X_ Officer (giv		Owner er (specify	
C/O PEGASYSTEMS INC., 101 MAIN STREET			12/14/2011					below) below) VP of Finance; CAO			
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)					Applicable Line)		
CAMBRIDGE, MA 02142			12/15/2	12/15/2011				_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CAMBRID						Person					
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				5. Amount of Securities Form: Direct Indirect Indirect Owned Indirect (I) Ownersh Following (Instr. 4)			
						(A)		Reported Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/15/2011			M	16 <u>(1)</u>	A	\$ 0	256	D		
Common Stock	12/15/2011			F	6	D	\$ 30.38	250	D		
Common Stock	12/15/2011			M	16 (4)	A	\$0	266	D		

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

F

6

260

30.38

D

Edgar Filing: KOUNINIS EFSTATHIOS A - Form 4/A

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.

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. Transacti Code (Instr. 8)	5. NumborDerivation Securities Acquired or Disposof (D) (Instr. 3, and 5)	ve es d (A) osed	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	Amoun or Numbe of Shares
Stock Option - Right to Acquire	\$ 30.38	12/14/2011		A	1,499		<u>(5)</u>	12/14/2021	Common Stock	1,499
Restricted Stock Units (2)	\$ 0	12/14/2011		A	582		<u>(6)</u>	12/14/2021	Common Stock	582
Restricted Stock Units (2)	\$ 0	12/15/2011		M		16 (1)	12/15/2010(1)	(3)	Common Stock	315
Restricted Stock Units (2)	\$ 0	12/15/2011		M		16 (4)	06/15/2011 <u>(4)</u>	(3)	Common Stock	324

Reporting Owners

Reporting Owner Name / Address	Keiationsnips							
	Director	10% Owner	Officer	Other				
KOUNINIS EFSTATHIOS A C/O PEGASYSTEMS INC. 101 MAIN STREET CAMBRIDGE, MA 02142			VP of Finance; CAO					

Signatures

/s/ Shawn Hoyt, Esq., as Attorney-In-Fact for Efstathios A. Kouninis

02/07/2012

**Signature of Reporting Person

Date

Reporting Owners 2

Edgar Filing: KOUNINIS EFSTATHIOS A - Form 4/A

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 5% quarterly vesting on December 15, 2011. Original grant was 315 RSUs, with 20% vested on December 15, 2010, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- (3) Once vested, the shares of common stock are not subject to expiration.
- (4) Represents 5% quarterly vesting on December 15, 2011. Original grant was 324 RSUs, with 20% vested on June 15, 2011, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (5) All options vest 20% on December 14, 2012, and the remaining 80% vest in equal quarterly installments over the remaining four years.
- (6) All RSUs vest 20% on December 14, 2012, 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.