FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

| Instruction 1 | nay continue. See | File | ed pursuant to Section 16(a) of the Securities Exchange Act of 193 | hours pe | er response: 0.5 | | | | | |
|--|-----------------------------|--------------------------|---|---|---|--|--|--|--|--|
| | · / | | or Section 30(h) of the Investment Company Act of 1940 | | 6 | | | | | |
| 1. Name and Ac Andre We | ddress of Reporting rner | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>BENTLEY SYSTEMS INC</u> [BSY] | | ationship of Reporting k all applicable) Director Officer (give title | Person(s) to Issuer 10% Owner Other (specify | | | | |
| (Last) C/O BENTL 685 STOCK | | (Middle) INCORPORATED | 3. Date of Earliest Transaction (Month/Day/Year) 04/19/2021 | | below) Chief Account | below) | | | | |
| | | | _ 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) EXTON | РА | 19341 | _ | X | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | | | Feison | | | | | |
| 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) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|------------------|---|---|---------------|--------|---|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (iiisu: 4) | |
| Class B Common Stock | 04/19/2021 | | A ⁽¹⁾ | | 3,819 | A | \$0.00 | 110,497 | D | | |

| | | | | | | | | | 1 | | | | | | |
|--|--|--|---|---|---|---|-----|--|--------------------|---|--|---|--|--|--|
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
| Derivative Conversion D | | 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents a time-based restricted stock award granted pursuant to the Issuer's 2020 Omnibus Incentive Plan, which vests over four years with one-quarter of such award vesting on each grant date anniversary.

<u>/s/ Michael T. Fischette,</u> <u>Attorney-in-Fact</u>

04/21/2021

** Signature of Reporting Person Date

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

* 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).

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

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 Number.