**Form 4**

**United States Securities and Exchange Commission**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

---

1. Name and Address of Reporting Person:
   Shaman David R.
   (Last) (First) (Middle)
   C/O BENTLEY SYSTEMS, INCORPORATED
   685 STOCKTON DRIVE
   EXTON PA 19341

2. Issuer Name and Ticker or Trading Symbol:
   BENTLEY SYSTEMS INC [ BSY ]

3. Date of Earliest Transaction (Month/Day/Year):
   04/19/2024

4. If Amendment, Date of Original Filed (Month/Day/Year):
   04/19/2024

5. Relationship of Reporting Person(s) to Issuer:
   Director
   X 10% Owner
   Other (specify below)
   Chief Legal Officer

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>04/19/2024</td>
<td></td>
<td>g^(1)</td>
<td>850</td>
<td>D</td>
<td>$52.46</td>
<td>D</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>442,606</td>
<td>I</td>
<td></td>
<td>By Grantor Retained Annuity Trusts</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>32,635</td>
<td>I</td>
<td></td>
<td>By 401(K) Plan</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares withheld by the Issuer to cover taxes due by the Reporting Person upon the vesting of awards previously granted to the Reporting Person.

**Signature of Reporting Person**

Michael T. Fischette

Attorney-in-Fact

04/21/2024

**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).


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.