SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

I

-	-								
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

Instruction 1(b).	continue. See	Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934		hours per resp	onse: 0.5
			or Section 30(h) of the Investment Company Act of 1940			
1. Name and Addre Hollister Day	1 0	son*	2. Issuer Name and Ticker or Trading Symbol <u>BENTLEY SYSTEMS INC</u> [BSY]	5. Relationship o (Check all applic Director X Officer (able)	on(s) to Issuer 10% Owner Other (specify
(Last) C/O BENTLEY 685 STOCKTO	(First) (Middle) LEY SYSTEMS, INCORPORATED TON DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 03/24/2021	A below)	below) See Remarks	,
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	bint/Group Filing (ed by One Report	(Check Applicable
EXTON	PA	19341		1	ed by More than (0
(City)	(State)	(Zip)				

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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class B Common Stock	03/24/2021		A ⁽¹⁾		2,505	A	\$0.00	3,784,023	D		
Class B Common Stock								20,447	Ι	By 401(k) Plan	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1	8				-	_			1				1	-
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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Amount of Securities		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 dividend equivalent rights that accrued to the Reporting Person in connection with a dividend paid by the Issuer on awards previously granted and vest on the same terms as the awards to which they relate.

Remarks:

Title: Chief Financial Officer and Chief Operations Advancement Officer

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

03/26/2021

** 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.