Edgar Filing: PROGRESS SOFTWARE CORP /MA - Form 4

PROGRESS SOFTWARE CORP /MA

Form 4

October 17, 2008

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

OMB Number:

3235-0287 January 31,

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

burden hours per response... 0.5

OMB APPROVAL

obligations may continue.

Form 5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * IRELAND DAVID G

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

PROGRESS SOFTWARE CORP /MA [PRGS]

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

10/15/2008

Director 10% Owner X_ Officer (give title Other (specify

Executive Vice President

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK

(Street)

(First)

DRIVE

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BEDFORD, MA 01730

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

4,025 D

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

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SEC 1474 (9-02)

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

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisals	ole and	7. Title and A	Amount o
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of	•			
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
							F:		Amount
						Date Exercisable	Expiration	Title	or
				C 1 W	(A) (D)		Date		Number
				Code V	(A) (D)				of Share
Stock Option	s \$ 19.51	10/15/2008		A	30,000	10/15/2008(1)	10/14/2015	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

IRELAND DAVID G C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD, MA 01730

Executive Vice President

Signatures

Stephen H. Faberman, Attorney-In-Fact

**Signature of Reporting Person Date

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) Eight -sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2008.
- (2) As of October 15, 2008, options to purchase 4,000 shares were vested.

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