PROGRESS SOFTWARE CORP /MA

06/30/2014

Form 4 July 01, 2014

FORM 4

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

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average burden hours per 0.5 response...

OMB APPROVAL

3235-0287

OMB

Number:

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

1(b).

(Print or Type Responses)													
Andrews Joseph Symbol				er Name and Ticker or Trading RESS SOFTWARE CORP PRGS]				_	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/D) PROGRESS SOFTWARE 06/30/20 CORPORATION, C/O 14 OAK PARK DRIVE				•					Director 10% OwnerX Officer (give title Other (specify below) below) SVP, Human Resources				
					nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
BEDFORD, MA 01730 — Form filed by More than One Reporting Person							porting						
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										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 Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	06/30/2014			M		7,500	A	\$ 14.3	51,082 (1)	D			
Common Stock	06/30/2014			S		7,500	D	\$ 24.06	43,582	D			
Common Stock	06/30/2014			M		3,062	A	\$ 14.3	46,644	D			
Common Stock	06/30/2014			S		3,062	D	\$ 24.01	43,582	D			

M

6,874 A

\$ 14.3 50,456

D

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Common Stock							
Common Stock	06/30/2014	S	6,874	D	\$ 24	43,582	D
Common Stock	06/30/2014	M	4,438	A	\$ 14.3	48,020	D
Common Stock	06/30/2014	S	4,438	D	\$ 24.02	43,582	D

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

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(9-02)

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

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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	Amount or Number of Shares	
Employee Stock Option	\$ 14.3	06/30/2014		M	7,500	(2)	09/26/2014	Common Stock	7,500	
Employee Stock Option	\$ 14.3	06/30/2014		M	3,062	(2)	09/26/2014	Common Stock	3,062	
Employee Stock Option	\$ 14.3	06/30/2014		M	6,874	(2)	09/26/2014	Common Stock	6,874	
Employee Stock Option	\$ 14.3	06/30/2014		M	4,438	(2)	09/26/2014	Common Stock	4,438	

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Andrews Joseph PROGRESS SOFTWARE CORPORATION C/O 14 OAK PARK DRIVE BEDFORD, MA 01730

SVP, Human Resources

Signatures

Stephen H. Faberman, Attorney-in-fact 07/01/2014

**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) Includes 968 shares of common stock acquired by the Reporting Person through the Issuer's Employee Stock Purchase Program on March 31, 2014.
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on September 27, 2004 with seven-sixtieths (7/60) of the options vesting on the grant date and the remaining options vested in 53 equal monthly increments commencing on October 1, 2004.

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.

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