

PROGRESS SOFTWARE CORP /MA

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.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodson John

(Last) (First) (Middle)

C/O PROGRESS SOFTWARE
CORPORATION, 14 OAK PARK
DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PROGRESS SOFTWARE CORP
/MA [PRGS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, CPO

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	06/30/2014		M	7,850 A \$ 13.01	57,507 ⁽¹⁾	D	
Common Stock	06/30/2014		S	7,850 D \$ 24.14	49,657	D	
Common Stock	06/30/2014		M	13,500 A \$ 21.5	63,157	D	
Common Stock	06/30/2014		S	13,500 D \$ 24.14	49,657	D	
	07/01/2014		M	11,506 A	61,163	D	

Common Stock					\$ 14.67		
Common Stock	07/01/2014	S	11,506	D	\$ 24.52	49,657	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
(e.g., puts, calls, warrants, options, convertible securities)

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. 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 13.01	06/30/2014		M		7,850		<u>(2)</u>	10/15/2015	Common Stock	7,850
Employee Stock Option	\$ 21.5	06/30/2014		M		13,500		<u>(3)</u>	10/15/2014	Common Stock	13,500
Employee Stock Option	\$ 14.67	07/01/2014		M		11,506		<u>(4)</u>	05/11/2016	Common Stock	11,506

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goodson John
C/O PROGRESS SOFTWARE CORPORATION
14 OAK PARK DRIVE
BEDFORD, MA 01730

SVP, CPO

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.
- (2) The option was granted on October 15, 2008, with eight-sixtieths of this option vesting at the time of grant and the remaining options vested in 52 equal monthly increments commencing on November 1, 2008.
- (3) The option was granted on October 15, 2007, with eight-sixtieths of this option vesting at the time of grant and the remaining options vested in 52 equal monthly increments commencing on November 1, 2007.
- (4) The option was granted on May 12, 2009, with three-sixtieths of this option vesting at the time of grant and the remaining options vested in 57 equal monthly increments commencing on June 1, 2009.

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

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