

PROGRESS SOFTWARE CORP /MA
 Form 4
 April 03, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Jennifer E.

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & CMO

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BEDFORD, MA 01730

(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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2014		M		327 A <u>11</u>	13,800	D
Common Stock	04/01/2014		F		107 <u>(2)</u> D \$ 22.09	13,693	D
Common Stock	04/01/2014		M		1,625 A <u>11</u>	15,318	D
Common Stock	04/01/2014		F		529 <u>(3)</u> D \$ 22.09	14,789	D
	04/01/2014		M		2,500 A <u>11</u>	17,289	D

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Common Stock								
Common Stock	04/01/2014	F	814 ⁽⁴⁾	D	\$ 22.09	16,475	D	
Common Stock	04/01/2014	M	1,094	A	<u>(1)</u>	17,569	D	
Common Stock	04/01/2014	F	357 ⁽⁵⁾	D	\$ 22.09	17,212	D	
Common Stock	04/01/2014	M	3,933	A	<u>(1)</u>	21,145	D	
Common Stock	04/01/2014	F	1,281 ⁽⁶⁾	D	\$ 22.09	19,864	D	

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

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/01/2014		M	327	<u>(7)</u> <u>(7)</u>	Common Stock	327
Restricted Stock Units	<u>(1)</u>	04/01/2014		M	1,625	<u>(8)</u> <u>(8)</u>	Common Stock	1,625
Restricted Stock Units	<u>(1)</u>	04/01/2014		M	1,094	<u>(9)</u> <u>(9)</u>	Common Stock	1,094
Restricted Stock Units	<u>(1)</u>	04/01/2014		M	2,500	<u>(10)</u> <u>(10)</u>	Common Stock	2,500

