

PROGRESS SOFTWARE CORP /MA
 Form 4
 July 01, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Goodson John

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)
 06/30/2014

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

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	06/30/2014		M	V	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	\$	49,657		D	24.52

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