

PROGRESS SOFTWARE CORP /MA
 Form 4
 November 03, 2015

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 *
 Benson David A

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)
 10/30/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CIO

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	(A) or (D)	Price
Common Stock	10/30/2015		M		1,500	A	\$ 24.31
Common Stock	10/30/2015		F		488 ⁽¹⁾	D	\$ 24.31
Common Stock	10/30/2015		M		1,050	A	\$ 24.31
Common Stock	10/30/2015		F		342 ⁽²⁾	D	\$ 24.31
	10/30/2015		M		1,180	A	47,462

Common Stock					\$ 24.31		
Common Stock	10/30/2015	F	384 ⁽³⁾	D	\$ 24.31	47,078	D
Common Stock	10/30/2015	M	776	A	\$ 24.31	47,854	D
Common Stock	10/30/2015	F	253 ⁽⁴⁾	D	\$ 24.31	47,601	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	10/30/2015		M ⁽⁶⁾	1,500	<u>(7)</u>	<u>(7)</u>	Common Stock	1,500
Restricted Stock Units	<u>(5)</u>	10/30/2015		M ⁽⁶⁾	1,050	<u>(9)</u>	<u>(9)</u>	Common Stock	1,050
Restricted Stock Units	<u>(5)</u>	10/30/2015		M ⁽⁶⁾	1,180	<u>(11)</u>	<u>(11)</u>	Common Stock	1,180
Restricted Stock Units	<u>(5)</u>	10/30/2015		M ⁽⁶⁾	776	<u>(13)</u>	<u>(13)</u>	Common Stock	776

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Benson David A
 C/O PROGRESS SOFTWARE CORPORATION
 14 OAK PARK DRIVE
 BEDFORD, MA 01730

EVP and CIO

Signatures

Stephen H. Faberman,
 Attorney-in-Fact

11/03/2015

____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) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 22, 2013.
 - (2) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 13, 2014.
 - (3) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 7, 2014.
 - (4) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 29, 2015.
 - (5) Restricted stock units convert into common stock on a one-for-one basis.
 - (6) Reflects the accelerated vesting of all or a portion of previously granted restricted stock units immediately prior to the termination of employment of the Reporting Person with Issuer.
 - (7) On January 22, 2013, the Reporting Person was granted 9,000 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Issuer.
 - (8) As of the date of this filing, 7,500 restricted stock units have already vested and been released.
 - (9) On January 13, 2014, the Reporting Person was granted 3,148 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2014, subject to the continued employment of the Reporting Person with Issuer.
 - (10) As of the date of this filing, 1,573 restricted stock units have already vested and been released, 1,050 restricted stock units vested on the Transaction Date and 525 restricted stock units are cancelled due to termination of employment of the Reporting Person with Issuer.
 On January 7, 2014, the Reporting Person was granted 7,080 restricted stock units, vesting in five installments, with one-third vesting on April 1, 2014 and the remaining restricted stock units vesting in four equal semi-annual installments, subject to the continued employment of the Reporting Person with Issuer.
 - (11) As of the date of this filing, 5,900 restricted stock units have already vested and been released.
 - (12) On January 29, 2015, the Reporting Person was granted 2,327 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2015, subject to the continued employment of the Reporting Person with Issuer.
 - (13) As of the date of this filing, 387 restricted stock units have already vested and been released, 776 restricted stock units vested on the Transaction Date and 1,164 restricted stock units are cancelled due to termination of employment of the Reporting Person with Issuer.
 - (14)

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.