Andrews Joseph Form 4 October 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires:

5. Relationship of Reporting Person(s) to

2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Andrews Joseph			Symbol PROGRESS SOFTWARE CORP /MA [PRGS]					Issuer (Check all applicable)				
((Month/D	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2011					Director 10% OwnerX_ Officer (give title Other (specify below) SVP, Human Resources			
DRIVE	IION, 14 OA	KTAKK										
	(Street)		ndment, Da	_	.1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BEDFORD,	, MA 01730							Form filed by I Person	More than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D) 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)			
Common Stock	10/25/2011			Code V M	Amount 2,605	(D)	Price \$ 13.01	28,968	D			
Common Stock	10/25/2011			S	2,605	D	\$ 20.96	26,363	D			
Common Stock	10/25/2011			M	1,898	A	\$ 13.01	28,261	D			
Common Stock	10/25/2011			S	1,898	D	\$ 20.97	26,363	D			
	10/25/2011			M	1,100	A		27,463	D			

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Common Stock					\$ 13.01		
Common Stock	10/25/2011	S	1,100	D	\$ 20.99	26,363	D
Common Stock	10/25/2011	M	1,549	A	\$ 13.01	27,912	D
Common Stock	10/25/2011	S	1,549	D	\$ 21	26,363	D
Common Stock	10/25/2011	M	149	A	\$ 13.01	26,512	D
Common Stock	10/25/2011	S	149	D	\$ 21.02	26,363	D
Common Stock	10/25/2011	M	149	A	\$ 13.01	26,512	D
Common Stock	10/25/2011	S	149	D	\$ 21.03	26,363	D
Common Stock	10/25/2011	M	300	A	\$ 13.01	26,663	D
Common Stock	10/25/2011	S	300	D	\$ 21.05	26,363	D
Common Stock	10/25/2011	M	500	A	\$ 13.01	26,863	D
Common Stock	10/25/2011	S	500	D	\$ 21.07	26,363	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of			
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative			rivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities			ties	(Month/Day/	Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Acquir	red				
	Derivative					(A) or					
	Security					Dispos	Disposed of				
						(D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Shares

Common Stock \$ 13.01 10/25/2011 M 8,250 (1) 10/15/2015 Common Stock 8,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SVP, Human Resources

Signatures

Stephen H. Faberman 10/27/2011

**Signature of Date
Reporting Person

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) Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vests in 52 equal monthly increments commencing on November 1, 2008.

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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