PROGRESS SOFTWARE CORP /MA
Form 3
August 05, 2013

FORM 3

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

INITIAL STATEMENT OF 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 *
Â Andrews Joseph
(Last) (First) (Middle)

C/O PROGRESS SOFTWARE CORPORATION,Â 14 OAK PARK DRIVE
(Street)

BEDFORD,Â MAÂ 01730
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/10/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Human Resources

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	29,882	D	Â

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

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SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	Â (1)	09/26/2014	Common Stock	21,874 (2)	$ 14.3	D	Â
Employee Stock Option	Â (3)	04/25/2014	Common Stock	7,500 (4)	$ 20.79	D	Â
Employee Stock Option	Â (5)	10/15/2014	Common Stock	7,500 (6)	$ 21.5	D	Â
Employee Stock Option	Â (7)	04/23/2015	Common Stock	11,250 (8)	$ 19.96	D	Â
Employee Stock Option	Â (9)	10/15/2015	Common Stock	11,250 (10)	$ 13.01	D	Â
Employee Stock Option	Â (11)	05/11/2016	Common Stock	11,250 (12)	$ 14.67	D	Â
Employee Stock Option	Â (13)	10/15/2016	Common Stock	11,250 (14)	$ 15.93	D	Â
Employee Stock Option	Â (15)	04/26/2017	Common Stock	45,000 (16)	$ 21.32	D	Â
Employee Stock Option	Â (17)	04/27/2018	Common Stock	20,000 (18)	$ 29.64	D	Â
Restricted Stock Unit	Â (19)	Â (19)	Common Stock	5,600 (20)	$ 0	D	Â
Restricted Stock Unit	Â (21)	Â (21)	Common Stock	16,250 (22)	$ 0	D	Â
Restricted Stock Unit	Â (23)	Â (23)	Common Stock	15,000	$ 0	D	Â
Restricted Stock Unit	Â (24)	Â (24)	Common Stock	10,000	$ 0	D	Â
Restricted Stock Unit	Â (25)	Â (25)	Common Stock	10,938 (26)	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Joseph C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD,Â MAÂ 01730	Â	Â	Â SVP, Human Resources	Â

Signatures

Joseph Andrews	08/05/2013
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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)	This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on September 27, 2004 with seven-sixtieths (7/60) of the options vesting on the grant date and the remaining options vested in 53 equal monthly increments commencing on October 1, 2004.
(2)	As of the date of this filing, these options are fully vested.
(3)	Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2007.
(4)	As of the date of this filing, these options are fully vested.
(5)	Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2007.
(6)	As of the date of this filing, these options are fully vested.
(7)	Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2008.
(8)	As of the date of this filing, these options are fully vested.
(9)	Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2008.
(10)	As of the date of this filing, these options are fully vested and 3000 options to purchase remain exercisable.
(11)	Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2009.
(12)	As of the date of this filing, options to purchase 10,125 shares are vested.
(13)	Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vest in 52 equal monthly increments commencing on November 1, 2009.
(14)	As of the date of this filing, options to purchase 10,125 shares are vested.
(15)	Two-sixtieths (2/60) of the option were vested and exercisable on the grant date. The remaining options vest in 58 equal monthly increments commencing on May 1, 2010.
(16)	As of the date of this filing, options to purchase 31,500 shares are vested.
(17)	Two-forty-eights (2/48) of the option were vested and exercisable on the grant date. The remaining options vest in 46 equal monthly increments commencing on May 1, 2011.
(18)	As of the date of this filing, options to purchase 12,500 shares are vested.
(19)	Represents restricted stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2011, subject to the continued employment of the reporting person with Progress Software Corporation.
(20)	As of the date of this filing, 3,732 restricted stock units have vested and been released.
(21)	Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2012, subject to the continued employment of the Reporting Person with Progress Software Corporation.
(22)	As of the date of this filing, 5,416 restricted stock units have vested and been released.

(23) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(24) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(25) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. 3,645 restricted stock units vested on April 1, 2013. The remaining restricted stock units vest in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(26) As of the date of this filing, 3,645 restricted stock units have vested.

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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