

REIDY RICHARD  
Form 4  
January 11, 2011

**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 \*  
**REIDY RICHARD**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO.

(Last) (First) (Middle)  
**C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/07/2011**

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/07/2011		S		12,717	D	\$ 43.18
Common Stock	01/07/2011		M		167	A	\$ 13.24
Common Stock	01/07/2011		S		167	D	\$ 43.32
Common Stock	01/07/2011		M		200	A	\$ 13.24
Common Stock	01/07/2011		S		200	D	\$ 43.31

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Common Stock	01/07/2011	M	300	A	\$ 13.24	86,897	D
Common Stock	01/07/2011	S	300	D	\$ 43.3	86,597	D
Common Stock	01/07/2011	M	200	A	\$ 13.24	86,797	D
Common Stock	01/07/2011	S	200	D	\$ 43.29	86,597	D
Common Stock	01/07/2011	M	100	A	\$ 13.24	86,697	D
Common Stock	01/07/2011	S	100	D	\$ 43.28	86,597	D
Common Stock	01/07/2011	M	19,033	A	\$ 13.24	105,630	D
Common Stock	01/07/2011	S	19,033	D	\$ 43.25	86,597	D
Common Stock	01/07/2011	M	4,203	A	\$ 13.24	90,800	D
Common Stock	01/07/2011	S	4,203	D	\$ 43.36	86,597	D
Common Stock	01/07/2011	M	200	A	\$ 13.24	86,797	D
Common Stock	01/07/2011	S	200	D	\$ 43.35	86,597	D
Common Stock	01/07/2011	M	100	A	\$ 13.24	86,697	D
Common Stock	01/07/2011	S	100	D	\$ 43.33	86,597	D
Common Stock	01/07/2011	M	200	A	\$ 13.24	86,797	D
Common Stock	01/07/2011	S	200	D	\$ 43.29	86,597	D
Common Stock	01/07/2011	M	600	A	\$ 13.24	87,197	D
Common Stock	01/07/2011	S	600	D	\$ 43.28	86,597	D
Common Stock	01/07/2011	M	100	A	\$ 13.24	86,697	D
Common Stock	01/07/2011	S	100	D	\$ 43.27	86,597	D
	01/07/2011	M	24,597	A		111,194	D

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Common Stock					\$					13.24	
Common Stock	01/07/2011		S	24,597	D	\$		86,597		D	43.25

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)	Amount or Number of Shares
Employee Stock Option	\$ 13.24	01/07/2011		M	50,000	<u>(1)</u> 08/01/2012	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REIDY RICHARD C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK BEDFORD, MA 01730	X		President and CEO.	

## Signatures

Stephen H. Faberman, Attorney-In-Fact  
Date: 01/07/2011

\*\*Signature of 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)

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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 August 2, 2002 and vested in 60 equal monthly increments of 1,666.7 shares commencing on March 1, 2002.

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