

REIDY RICHARD

Form 4

January 11, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

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

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

(Street)
BEDFORD, MA 01730

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

(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	86,597	D
Common Stock	01/07/2011		M		167	A	\$ 13.24	86,764	D
Common Stock	01/07/2011		S		167	D	\$ 43.32	86,597	D
Common Stock	01/07/2011		M		200	A	\$ 13.24	86,797	D
Common Stock	01/07/2011		S		200	D	\$ 43.31	86,597	D

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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	\$ 43.25	86,597 D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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

01/07/2011

__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)

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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.

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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