

PROGRESS SOFTWARE CORP /MA

Form 4

October 03, 2013

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 *
FABERMAN STEPHEN H

(Last) (First) (Middle)

C/O PROGRESS SOFTWARE
CORPORATION, 14 OAK PARK
DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP and General Counsel

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 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. 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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	10/01/2013		M		120	A	14,371
Common Stock	10/01/2013		F		40 ⁽²⁾	D	\$ 26 14,331
Common Stock	10/01/2013		M		234	A	14,565
Common Stock	10/01/2013		F		77 ⁽³⁾	D	\$ 26 14,488
	10/01/2013		M		433	A	14,921

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Common Stock								
Common Stock	10/01/2013	F	142 ⁽⁴⁾	D	\$ 26	14,779	D	
Common Stock	10/01/2013	M	2,500	A	<u>1</u>	17,279	D	
Common Stock	10/01/2013	F	816 ⁽⁵⁾	D	\$ 26	16,463	D	
Common Stock	10/01/2013	M	2,500	A	<u>1</u>	18,963	D	
Common Stock	10/01/2013	F	816 ⁽⁶⁾	D	\$ 26	18,147	D	
Common Stock	10/01/2013	M	291	A	<u>1</u>	18,438	D	
Common Stock	10/01/2013	F	95 ⁽⁷⁾	D	\$ 26	18,343	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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units	<u>1</u>	10/01/2013		M		120	<u>(8)</u>	<u>(8)</u>
Restricted Stock Units	<u>1</u>	10/01/2013		M		234	<u>(9)</u>	<u>(9)</u>
	<u>1</u>	10/01/2013		M		433	<u>(10)</u>	<u>(10)</u>

Amount
or
Number
of
Shares

Restricted Stock Units								Common Stock		
Restricted Stock Units	(1)	10/01/2013	M	2,500	(11)	(11)		Common Stock	2,500	\$
Restricted Stock Units	(1)	10/01/2013	M	2,500	(12)	(12)		Common Stock	2,500	\$
Restricted Stock Units	(1)	10/01/2013	M	291	(13)	(13)		Common Stock	291	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FABERMAN STEPHEN H C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD, MA 01730			VP and General Counsel	

Signatures

Stephen H.
Faberman 10/03/2013

__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) Restricted stock units convert into common stock on a one-for-one basis.
 - (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 October 15, 2010.
 - (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 April 28, 2011.
 - (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 May 28, 2012.
 - (5) 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.
 - (6) 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.
 - (7) 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.
 - (8) On October 15, 2010, the reporting person was granted 720 restricted stock units, vesting in six equal installments beginning on April 1, 2011 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with

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Issuer.

- (9) On April 28, 2011, the reporting person was granted 1,400 restricted stock units, vesting in six equal installments beginning on October 1, 2011 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
- (10) On May 28, 2012, the reporting person was granted 2,600 restricted stock units, vesting in six equal installments beginning on October 1, 2012 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
- (11) On January 22, 2013, the reporting person was granted 15,000 restricted stock units, vesting in six equal installments beginning on October 1, 2013 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
- (12) On January 22, 2013, the reporting person was granted 10,000 restricted stock units, vesting in four equal installments beginning on October 1, 2013 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
- (13) On January 22, 2013, the reporting person was granted 1,750 restricted stock units, 583 of which vested on April 1, 2013 and the rest vesting in four equal installments beginning on October 1, 2013 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.

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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