

PROGRESS SOFTWARE CORP /MA  
Form 3  
August 05, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

^ Goodson John  
(Last) (First) (Middle)

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

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
SVP, CPO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PROGRESS SOFTWARE CORPORATION, ^ C/O 14 OAK PARK DRIVE

(Street)

BEDFORD, ^ MA ^ 01730

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

26,247

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D ^

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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**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)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	Â <u>(1)</u>	10/15/2014	Common Stock	13,500 <u>(2)</u>	\$ 21.5	D	Â
Employee Stock Option	Â <u>(3)</u>	04/23/2015	Common Stock	22,500 <u>(4)</u>	\$ 19.96	D	Â
Employee Stock Option	Â <u>(5)</u>	10/15/2015	Common Stock	37,500 <u>(6)</u>	\$ 13.01	D	Â
Employee Stock Option	Â <u>(7)</u>	05/11/2016	Common Stock	18,000 <u>(8)</u>	\$ 14.67	D	Â
Employee Stock Option	Â <u>(9)</u>	10/15/2016	Common Stock	18,000 <u>(10)</u>	\$ 15.93	D	Â
Employee Stock Option	Â <u>(11)</u>	04/26/2017	Common Stock	40,500 <u>(12)</u>	\$ 21.32	D	Â
Employee Stock Option	Â <u>(13)</u>	04/27/2018	Common Stock	37,500 <u>(14)</u>	\$ 29.64	D	Â
Restricted Stock Unit	Â <u>(15)</u>	Â <u>(15)</u>	Common Stock	10,500 <u>(16)</u>	\$ 0	D	Â
Restricted Stock Unit	Â <u>(17)</u>	Â <u>(17)</u>	Common Stock	16,250 <u>(18)</u>	\$ 0	D	Â
Restricted Stock Unit	Â <u>(19)</u>	Â <u>(19)</u>	Common Stock	30,000	\$ 0	D	Â
Restricted Stock Unit	Â <u>(20)</u>	Â <u>(20)</u>	Common Stock	10,000	\$ 0	D	Â
Restricted Stock Unit	Â <u>(21)</u>	Â <u>(21)</u>	Common Stock	10,938 <u>(22)</u>	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodson John PROGRESS SOFTWARE CORPORATION C/O 14 OAK PARK DRIVE BEDFORD, MA 01730	Â	Â	Â SVP, CPO	Â

## Signatures

Shana L. York,  
Attorney-in-fact

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) 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.
- (2) As of the date of this filing, these options have 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, 2008.
- (4) As of the date of this filing, these options have 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, 2008.
- (6) As of the date of this filing, these options have vested.
- (7) Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vest in 57 equal monthly increments commencing on June 1, 2009.
- (8) As of the date of this filing, options to purchase 16,200 shares have 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, 2009.
- (10) As of the date of this filing, options to purchase 16,200 shares have vested.
- (11) Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vest in 58 equal monthly increments commencing on May 1, 2010.
- (12) As of the date of this filing, options to purchase 28,350 shares have vested.
- (13) Two-forty-eighths (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.
- (14) As of the date of this filing, options to purchase 23,428 shares have vested.
- (15) Represents restricted stock units acquired by the Reporting Person on April 28, 2011 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.
- (16) As of the date of this filing, 7,000 restricted stock units have vested.
- (17) 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.
- (18) As of the date of this filing, 5,416 restricted stock units have vested.
- (19) 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.
- (20) 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.
- (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. 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.
- (22) 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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