Tcherevik Dmitri Form 4 October 03, 2018

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Tcherevik Dmitri

2. Issuer Name and Ticker or Trading Symbol

PROGRESS SOFTWARE CORP /MA [PRGS]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2018

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DR.

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Technology Officer

10% Owner Other (specify

Issuer

below)

Director

X_ Officer (give title

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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X Form filed by One Reporting Person Form filed by More than One Reporting

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. Transactic Code (Instr. 8) | omr Dispo (Instr. 3, | sed of 4 and (A) or | | 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) | | |
| Common Stock | 10/01/2018 | | M | 1 11110 01110 | A | \$ 0 (1) | 2,759 | D | | | |
| Common Stock | 10/01/2018 | | F | 477 (2) | D | \$ 35.7226 | 2,282 | D | | | |
| Common Stock | 10/01/2018 | | M | 690 | A | \$ 0 (1) | 2,972 | D | | | |
| Common Stock | 10/01/2018 | | F | 204 (3) | D | \$ 35.7226 | 2,768 | D | | | |

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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. Transactio Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deriv Secu (Inst |
|---|---|--------------------------------------|---|--|-----|-------|--|--------------------|---|--|---------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 10/01/2018 | | M | | 1,618 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,618 | \$ |
| Restricted Stock Units | <u>(1)</u> | 10/01/2018 | | M | | 690 | <u>(5)</u> | <u>(5)</u> | Common Stock | 690 | \$ |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tcherevik Dmitri C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DR. BEDFORD, MA 01730

Chief Technology Officer

Signatures

Stephen H. Faberman, Attorney-in-Fact

**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)

Reporting Owners 2

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Represents shares of common stock withheld by Progress Software Corporation (the "Company") to pay the tax withholding obligations of the Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on June 30, 2017.

- (3) Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 12, 2018.
- On June 30, 2017, the Reporting Person was granted 9,712 restricted stock units pursuant to the Company's 2008 Stock Option and (4) Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning April 1, 2018, subject to the continued employment of the Reporting Person with the Company.
- On January 12, 2018, the Reporting Person was granted 4,143 restricted stock units pursuant to the Company's 2008 Stock Option and (5) Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2018, subject to the continued employment of the Reporting Person with the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.