## Edgar Filing: Andrews Joseph - Form 4

Andrews Jos Form 4	•										
May 31, 201	2										
FORM		CECUD				OMB APPROVAL					
		SECURITIES AND EXCHANGE COM Washington, D.C. 20549					OMB Number:	3235-0287			
Check thi if no long								January 31,			
subject to Section 1 Form 4 or	6. <b>SIAIF</b>	EMENT O	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hou response	rs per	
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 1	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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Andrews Joseph			2. Issuer Name <b>and</b> 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 DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/28/2012					below)	_X_ Officer (give title Other (specify		
	(Street) 4. If Ame Filed(Mon			endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
BEDFORD,	MA 01/30							Person		1 0	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Do (Month/Day/Year) Execu any (Mont			3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/28/2012			А	16,250 (1)	А	\$0	38,244	D		
Common Stock	05/28/2012			А	4,000 (2)	А	\$0	42,244	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## Edgar Filing: Andrews Joseph - Form 4

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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Andrews Joseph C/O PROGRESS SOFTWARE CORPORA 14 OAK PARK DRIVE BEDFORD, MA 01730	TION		SVP, Human Resources					
Signatures								
Stephen H. Faberman, Attorney-in-Fact	05/31/2012							
**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).

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 (1) semiannual installments beginning on October 1, 2012, subject to the continued employment of the Reporting Person with Progress

Software Corporation.

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 on June 1, (2) 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

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.