

PROGRESS SOFTWARE CORP /MA

Form 4

April 03, 2015

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
04/01/2015

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) SVP 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. 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                    | 04/01/2015                           |  | M                              |   | 434            | A          | <u>11</u>   | 31,732   | D   |
| Common Stock                    | 04/01/2015                           |  | F                              |   | 165 <u>(2)</u> | D          | \$ 26.78  | 31,567   | D   |
| Common Stock                    | 04/01/2015                           |  | M                              |   | 2,500          | A          | <u>11</u>   | 34,067   | D   |
| Common Stock                    | 04/01/2015                           |  | F                              |   | 855 <u>(3)</u> | D          | \$ 26.78  | 33,212   | D   |
|                                 | 04/01/2015                           |  | M                              |   | 2,500          | A          | <u>11</u>   | 35,712   | D   |

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Common  
Stock

|                 |            |   |                |   |             |        |   |
|-----------------|------------|---|----------------|---|-------------|--------|---|
| Common<br>Stock | 04/01/2015 | F | 799 <u>(4)</u> | D | \$<br>26.78 | 34,913 | D |
| Common<br>Stock | 04/01/2015 | M | 292            | A | <u>(1)</u>  | 35,205 | D |
| Common<br>Stock | 04/01/2015 | F | 95 <u>(5)</u>  | D | \$<br>26.78 | 35,110 | D |
| Common<br>Stock | 04/01/2015 | M | 1,084          | A | <u>(1)</u>  | 36,194 | D |
| Common<br>Stock | 04/01/2015 | F | 353 <u>(6)</u> | D | \$<br>26.78 | 35,841 | D |
| Common<br>Stock | 04/01/2015 | M | 1,967          | A | <u>(1)</u>  | 37,808 | D |
| Common<br>Stock | 04/01/2015 | F | 640 <u>(7)</u> | D | \$<br>26.78 | 37,168 | D |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secu<br>(Instr |  |
|---|---|---|---|---|---|--|-----|---|--------------------|----------------------------------|--|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)   | 04/01/2015                              |   | M                                       |   | 434  |     | (8)   | (8)                | Common<br>Stock                  | 434                                    |
| Restricted<br>Stock<br>Units                        | (1)   | 04/01/2015                              |   | M                                       |   | 2,500  |     | (9)   | (9)                | Common<br>Stock                  | 2,500                                  |
|   | (1)   | 04/01/2015                              |   | M                                       |   | 2,500  |     | (10)  | (10)               |                                  | 2,500                                  |

|                              |     |            |   |       |      |      |  |                 |       |    |
|------------------------------|-----|------------|---|-------|------|------|--|-----------------|-------|----|
| Restricted<br>Stock<br>Units |     |            |   |       |      |      |  | Common<br>Stock |       |    |
| Restricted<br>Stock<br>Units | (1) | 04/01/2015 | M | 292   | (11) | (11) |  | Common<br>Stock | 292   | \$ |
| Restricted<br>Stock<br>Units | (1) | 04/01/2015 | M | 1,084 | (12) | (12) |  | Common<br>Stock | 1,084 | \$ |
| Restricted<br>Stock<br>Units | (1) | 04/01/2015 | M | 1,967 | (13) | (13) |  | Common<br>Stock | 1,967 | \$ |

## Reporting Owners

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

## Signatures

Stephen H.  
Faberman 04/03/2015

\_\_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 May 28, 2012.
  - (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 January 22, 2013.
  - (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 January 22, 2013.
  - (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 13, 2014.
  - (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 7, 2014.
  - (8) On May 28, 2012, the Reporting Person was granted 2,600 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2012, subject to the continued employment of the Reporting Person with Issuer.

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- (9) On January 22, 2013, the Reporting Person was granted 15,000 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Issuer.
- (10) On January 22, 2013, the Reporting Person was granted 10,000 restricted stock units, vesting in four equal semi-annual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Issuer.
- (11) On January 22, 2013, the Reporting Person was granted 1,750 restricted stock units, vesting in five installments, with one-third vesting on April 1, 2013 and the remaining restricted stock units vesting in four equal semi-annual installments, subject to the continued employment of the Reporting Person with Issuer.
- (12) On January 13, 2014, the Reporting Person was granted 6,505 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2014, subject to the continued employment of the Reporting Person with Issuer.
- (13) On January 7, 2014, the Reporting Person was granted 11,800 performance-based restricted stock units, vesting in five installments, with one-third vesting on April 1, 2014 and the remaining restricted stock units vesting in four equal semi-annual installments, 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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