

PROGRESS SOFTWARE CORP /MA

Form 4

July 01, 2014

**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 \*  
Goodson John

(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)  
06/30/2014

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 \_\_\_\_ Other (specify  
below) below)  
SVP, CPO

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 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	06/30/2014		M	7,850 A \$ 13.01	57,507 <sup>(1)</sup>	D	
Common Stock	06/30/2014		S	7,850 D \$ 24.14	49,657	D	
Common Stock	06/30/2014		M	13,500 A \$ 21.5	63,157	D	
Common Stock	06/30/2014		S	13,500 D \$ 24.14	49,657	D	
	07/01/2014		M	11,506 A	61,163	D	

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Common Stock					\$ 14.67		
Common Stock	07/01/2014	S	11,506	D	\$ 24.52	49,657	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.**

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 13.01	06/30/2014		M		7,850		<u>(2)</u>	10/15/2015	Common Stock	7,850
Employee Stock Option	\$ 21.5	06/30/2014		M		13,500		<u>(3)</u>	10/15/2014	Common Stock	13,500
Employee Stock Option	\$ 14.67	07/01/2014		M		11,506		<u>(4)</u>	05/11/2016	Common Stock	11,506

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Goodson John  
C/O PROGRESS SOFTWARE CORPORATION  
14 OAK PARK DRIVE  
BEDFORD, MA 01730

SVP, CPO

## Signatures

Stephen H. Faberman,  
Attorney-in-Fact

07/01/2014

\_\_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) Includes 968 shares of common stock acquired by the Reporting Person through the Issuer's Employee Stock Purchase Program on March 31, 2014.
- (2) The option was granted on October 15, 2008, with eight-sixtieths of this option vesting at the time of grant and the remaining options vested in 52 equal monthly increments commencing on November 1, 2008.
- (3) The option was granted on October 15, 2007, with eight-sixtieths of this option vesting at the time of grant and the remaining options vested in 52 equal monthly increments commencing on November 1, 2007.
- (4) The option was granted on May 12, 2009, with three-sixtieths of this option vesting at the time of grant and the remaining options vested in 57 equal monthly increments commencing on June 1, 2009.

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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