

Bates John  
 Form 3  
 February 10, 2010

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Bates John		(Month/Day/Year)	PROGRESS SOFTWARE CORP /MA [PRGS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
PROGRESS SOFTWARE CORPORATION,Â 14 OAK PARK DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			Sr. VP,CTO,Head of Corp. Dev.	
BEDFORD,Â MAAÂ 01730			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,830 <sup>(1)</sup>	D	Â

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	05/01/2006 <sup>(2)</sup>	05/21/2013	Common Stock	6,000 <sup>(3)</sup>	\$ 23.07	D	Â
Employee Stock Option	09/01/2006 <sup>(4)</sup>	09/19/2013	Common Stock	6,000 <sup>(5)</sup>	\$ 25.01	D	Â
Employee Stock Option	12/01/2005 <sup>(6)</sup>	04/14/2012	Common Stock	39,825 <sup>(7)</sup>	\$ 29.3	D	Â
Employee Stock Option	04/01/2007 <sup>(8)</sup>	04/25/2014	Common Stock	6,000 <sup>(9)</sup>	\$ 31.18	D	Â
Employee Stock Option	10/01/2007 <sup>(10)</sup>	10/15/2014	Common Stock	6,000 <sup>(11)</sup>	\$ 32.25	D	Â
Employee Stock Option	04/01/2008 <sup>(12)</sup>	04/23/2015	Common Stock	10,000 <sup>(13)</sup>	\$ 29.94	D	Â
Employee Stock Option	10/01/2008 <sup>(14)</sup>	10/15/2015	Common Stock	20,000 <sup>(15)</sup>	\$ 19.51	D	Â
Employee Stock Option	05/01/2009 <sup>(16)</sup>	05/11/2016	Common Stock	12,000 <sup>(17)</sup>	\$ 22.01	D	Â
Employee Stock Option	10/01/2009 <sup>(18)</sup>	10/15/2016	Common Stock	12,000 <sup>(19)</sup>	\$ 23.9	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bates John PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD, MA 01730	Â	Â	Â Sr. VP,CTO,Head of Corp. Dev.	Â

## Signatures

John Bates                      02/10/2010

\_\_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) 6,400 of these shares represent restricted stock units acquired by reporting person on May 12, 2009 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. The restricted stock units vest in six equal semiannual installments beginning on October 1, 2009, subject to the continued employment of the reporting person with Progress Software Corporation. As of the date of this filing, 1,066 of these restricted stock units are vested.

(2)

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Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2006.

- (3) As of the date of this filing, options to purchase 3,400 shares are vested.
- (4) Seven-sixtieths (7/60) of the options were vested and exercisable on the grant date. The remaining options vested in 53 equal monthly increments commencing on October 1, 2006.
- (5) As of the date of this filing, options to purchase 3,400 shares are vested.

This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on November 15, 2005 with nine-sixtieths (9/60) of the options vesting on the grant date and the remaining options vested in 51 equal monthly increments commencing on December 1, 2005.

- (7) As of the date of this filing, options to purchase 38,498 shares are vested.
- (8) 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, 2007.
- (9) As of the date of this filing, options to purchase 3,600 shares are vested.
- (10) 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.
- (11) As of the date of this filing, options to purchase 3,600 shares are vested.
- (12) 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.
- (13) As of the date of this filing, options to purchase 4,000 shares are vested.
- (14) 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.
- (15) As of the date of this filing, options to purchase 8,000 shares are vested.
- (16) Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2009.
- (17) As of the date of this filing, options to purchase 2,400 shares are vested.
- (18) 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..
- (19) As of the date of this filing, options to purchase 2,400 shares are 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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