1. Title of 2.

3. Transaction

3A. Deemed

4.

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-028

8. Price of 9. Number of 10.

11. Nature

Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			01 30	ection 30(n) or the n	ivesiment Coi	ilpany Act of 1940							
1. Name and Add  Sweis Faris				_		Symbol CORP /MA		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title below) below)					
(Last) C/O PROGRE 14 OAK PARI		(Middle) RE CORPORATION		te of Earliest Transa 1/2019	action (Month/	Day/Year)	Senior Vice President						
			4. If A	Amendment, Date of	f Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) BEDFORD	MA	01730					X	Form filed by One Form filed by Mon Person	, ,				
(City)	(State)	(Zip)						. 5.55					
		Table I - Non-Der	ivative	Securities Acq	uired, Dis	posed of, or Benef	icially	Owned					
4 Title -4 Ci	to . (1 t 0)	2 7000	castion	24 Deemed	1	4 Conveiting Associated (A)		E Amount of	C Ourmanahim	7 Noture			

lable 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 Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	04/01/2019		M		350	A	<b>\$0</b> <sup>(1)</sup>	43,202	D			
Common Stock	04/01/2019		F		83 <sup>(2)</sup>	D	\$44.566	43,119	D			
Common Stock	04/01/2019		M		87	A	<b>\$0</b> <sup>(1)</sup>	43,206	D			
Common Stock	04/01/2019		F		22 <sup>(3)</sup>	D	\$44.566	43,184	D			
Common Stock	04/01/2019		M		336	A	\$0 <sup>(1)</sup>	43,520	D			
Common Stock	04/01/2019		F		82 <sup>(4)</sup>	D	\$44.566	43,438	D			
Common Stock	04/01/2019		M		126	A	<b>\$0</b> <sup>(1)</sup>	43,564	D			
Common Stock	04/01/2019		F		<b>31</b> <sup>(5)</sup>	D	\$44.566	43,533	D			
Common Stock	04/01/2019		M		1,197	A	<b>\$0</b> <sup>(1)</sup>	44,730	D			
Common Stock	04/01/2019		F		292(6)	D	\$44.566	44,438	D			
Common Stock	04/01/2019		M		690	A	<b>\$0</b> <sup>(1)</sup>	45,128	D			
Common Stock	04/01/2019		F		169 <sup>(7)</sup>	D	\$44.566	44,959	D			

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

5. Number | 6. Date Exercisable and | 7. Title and

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code ( 8)				Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/01/2019		M			350	(8)	(8)	Common Stock	350	\$0	0	D	
Restricted Stock Units	(1)	04/01/2019		M			87	(9)	(9)	Common Stock	87	\$0	0	D	
Restricted Stock Units	(1)	04/01/2019		M			336	(10)	(10)	Common Stock	336	\$0	337	D	
Restricted Stock Units	(1)	04/01/2019		M			126	(11)	(11)	Common Stock	126	\$0	0	D	
Restricted Stock Units	(1)	04/01/2019		M			1,197	(12)	(12)	Common Stock	1,197	\$0	2,394	D	

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)	Code (	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V (A)		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/01/2019		М			690	(13)	(13)	Common Stock	690	\$0	2,763	D	

### **Explanation of Responses:**

- 1. Restricted stock units convert into common stock on a one-for-one basis.
- 2. 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 January 18, 2016.
- 3. Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of performance-based restricted stock units granted to the Reporting Person on January 18, 2016
- 4. 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 July 1, 2016.
- 5. Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of performance-based restricted stock units granted to the Reporting Person on July 1, 2016.
- 6. 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 February 17, 2017.
- 7. 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.
- 8. On January 18, 2016, the Reporting Person was granted 2,097 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2016, subject to the continued employment of the Reporting Person with the Company.
- 9. On January 18, 2016, the Reporting Person was granted 2,097 performance-based restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. One-third of the restricted stock units vest beginning April 1, 2017 and the remaining restricted stock units vest in four equal semiannual installments beginning October 1, 2017, subject to the Company meeting earnings per share criteria for the fiscal year ending November 30, 2016, and the continued employment of the Reporting Person with the Company.
- 10. On July 1, 2016, the Reporting Person was granted 2,017 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning April 1, 2017, subject to the continued employment of the Reporting Person with the Company.
- 11. On July 1, 2016, the Reporting Person was granted 3,025 performance-based restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. One-third of the restricted stock units vest beginning April 1, 2017 and the remaining restricted stock units vest in four equal semiannual installments beginning October 1, 2017, subject to the Company meeting earnings per share criteria for the fiscal year ending November 30, 2016, and the continued employment of the Reporting Person with the Company
- 12. On February 17, 2017, the Reporting Person was granted 7,180 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2017, subject to the continued employment of the Reporting Person with the Company.
- 13. On January 12, 2018, the Reporting Person was granted 4,143 restricted stock units pursuant to the Company's 2008 Stock Option and 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.

### Remarks:

Stephen H. Faberman, Attorney-in-Fact 04/03/2019

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.