FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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0.5

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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

Name and Address of Reporting Person*     Conway Gary G					PR	2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA PRGS ]									5. Relationship of Rep (Check all applicable) Director Officer (give t			1 (	0% O other (	wner (specify
(Last) (First) (Middle) C/O PROGRESS SOFTWARE CORPORATION\ 14 OAK PARK						3. Date of Earliest Transaction (Month/Day/Year) 04/01/2011									below) below) EVP, Chief Marketing Officer					
(Street) BEDFOR	RD M		01730 Zip)		_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
		Tabl	le I - No	n-Deriv	/ative	Se	curitie	s Ac	quired	, Dis	posed o	f, oı	r Ber	efici	ally (	Owne	ed			
Date					Day/Year)   Ex		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				4 and 5) Secu Bene Own		cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
						Code	v	Amount	(A) or (D)		Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Common Stock 04/0						2011			F		398(1)	D \$		\$29.	.525	25 16,845		D		
Common Stock 04/01/					/2011	2011			F		636(2)	2) <b>D</b> \$		\$29.	<b>).525</b> 1		6,209	D		
Common Stock 04/01				/2011				F 128 <sup>(</sup>		128(3)		D	\$29.525		16,081 <sup>(4)</sup>		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	Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Execut		Transa Code (		of Deriv Secu Acqu (A) o Dispo	r osed ) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Date Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Numbe of Title Shares		nstr. 3	nt er		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owner Form: Direct or Indi (I) (Ins	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

- 1. 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 October 15, 2009.
- 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 January 15, 2010.
- 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 April 27, 2010.
- 4. Includes 386 shares acquired through Issuer's Employee Stock Purchase Plan on December 31, 2009, 376 shares acquired through Issuer's Employee Stock Purchase Plan on September 30, 2010 and 240 shares acquired through Issuer's Employee Stock Purchase Plan on December 31, 2010.

## Remarks:

Gary G. Conway

04/05/2011

\*\* 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.