

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Andrews Joseph</u>  (Last) (First) (Middle) PROGRESS SOFTWARE CORPORATION C/O 14 OAK PARK DRIVE  (Street) BEDFORD MA 01730  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [ PRGS ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, Human Resources
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/01/2014		M		934	A	(1)	36,340	D	
Common Stock	04/01/2014		F		305(2)	D	\$22.09	36,305	D	
Common Stock	04/01/2014		M		2,708	A	(1)	38,743	D	
Common Stock	04/01/2014		F		882(3)	D	\$22.09	37,861	D	
Common Stock	04/01/2014		M		2,500	A	(1)	40,361	D	
Common Stock	04/01/2014		F		814(4)	D	\$22.09	37,047	D	
Common Stock	04/01/2014		M		2,500	A	(1)	39,547	D	
Common Stock	04/01/2014		F		814(5)	D	\$22.09	38,733	D	
Common Stock	04/01/2014		M		1,823	A	(1)	40,556	D	
Common Stock	04/01/2014		F		594(6)	D	\$22.09	39,962	D	
Common Stock	04/01/2014		M		3,933	A	(1)	43,895	D	
Common Stock	04/01/2014		F		1,281(7)	D	\$22.09	42,614	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)	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 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)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	04/01/2014		M			934	(8)	(8)	Common Stock	934	\$0	0	D	
Restricted Stock Units	(1)	04/01/2014		M			2,708	(9)	(9)	Common Stock	2,708	\$0	5,418	D	
Restricted Stock Units	(1)	04/01/2014		M			2,500	(10)	(10)	Common Stock	2,500	\$0	10,000	D	
Restricted Stock Units	(1)	04/01/2014		M			2,500	(11)	(11)	Common Stock	2,500	\$0	5,000	D	
Restricted Stock Units	(1)	04/01/2014		M			1,823	(12)	(12)	Common Stock	1,823	\$0	5,470	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)	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 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)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	04/01/2014		M			3,933	(13)	(13)	Common Stock	3,933	\$0	7,867	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 Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on April 28, 2011.
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 May 28, 2012.
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 22, 2013.
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 April 28, 2011, the Reporting Person was granted 5,600 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2011, subject to the continued employment of the Reporting Person with Issuer.
9. On May 28, 2012, the Reporting Person was granted 16,250 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.
10. 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.
11. 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, 2011, subject to the continued employment of the Reporting Person with Issuer.
12. On January 22, 2013, the Reporting Person was granted 10,938 restricted stock units, vesting in five installments, with one-third vesting on October 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.
13. On January 7, 2014, the Reporting Person was granted 11,800 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.

**Remarks:**

Joseph A. Andrews

04/03/2014

\*\* 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.

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