Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

-	-
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1. Name and Address of Reporting Person*       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         Rulli Jerry       PROGRESS SOFTWARE CORP / MA       PRGS       Director       10% Owner         (Last)       (First)       (Middle)       Officer (give title below)       Other (specifi below)         C/O PROGRESS SOFTWARE CORPORATION       3. Date of Earliest Transaction (Month/Day/Year)       Officer (give title below)       Other (specifi below)         14 OAK PARK DRIVE       Director       Image: Composition of the c				or Section 30(n) of the Investment Company Act of 1940						
C/O PROGRESS SOFTWARE CORPORATION 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2015 Pres., Business Line Executive	<u>Rulli Jerry</u>			PROGRESS SOFTWARE CORP /MA [	(Check	k all applicable) Director 10% Owner Officer (give title Other (specify				
	C/O PROGRE	SS SOFTWAR	· · · ·			Pres., Business Li	ne Executive			
(Street)       BEDFORD       MA       01730       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Application)         (City)       (State)       (Zip)       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Application)	(Street) BEDFORD MA 01730			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	X Form filed by One Reporting Person Form filed by More than One Reporting				

## 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)			4. Securities Acquired ( <i>I</i> Disposed Of (D) (Instr. 3 5)			5. Amount of Securities Beneficially Owned Following Reported	(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)

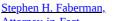
 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(- 57					-			-				
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. Transa Code ( 8)		of		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	Amount or Number of Shares				
Restricted Stock Units	(1)	01/29/2015		A		27,143		(1)	(1)	Common Stock	27,143	\$0	27,143	D	

Explanation of Responses:

1. Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2017.

**Remarks:** 



02/02/2015

\*\* Signature of Reporting Person

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

 $\ast$  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.

<u>Attorney-in-Fact</u>

Date