FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* $\underline{Benson\ David\ A}$					2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]						(Ch	eck all applic Director	able)	10% Owner		/ner		
					3. Date of Earliest Transaction (Month/Day/Year) 01/15/2010							X Officer (give title Other (specify below) Sr. Vice President and CIO						
(Street) BEDFORD MA 01730			4	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(S	tate)	(Zip)										Person					
		Ta	ble I - Non-E	Derivati	ve Se	ecurities	Acc	quired, D	isp	osed of	, or Be	neficiall	y Owned					
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execution Date,		3. Transaction Code (Instr. 8) 3. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			5. Amour Securities Beneficia Owned F	s For ally (D) ollowing (I) (: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership				
								Code V		Amount (A) or (D)		Price	Transacti	Reported 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)																		
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/Yea	Code	action (Instr.	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)		9	of Securi Underlyir	ng e Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Employe Stock Option	\$29.21	01/15/2010		A		15,000 ⁽¹⁾		(2)	C	01/14/2017	Common Stock	15,000	\$0	15,00	0	D		

Explanation of Responses:

- 1. Shares represent New Hire Grant.
- $2. \ Option \ vests \ in \ equal \ monthly \ increments \ over \ a \ 54 \ month \ period \ commencing \ on \ the \ first \ day \ following \ six \ months \ of \ service.$

Remarks:

David A. Benson

01/19/2010

** 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.