

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person <u>Robinson Matt</u>			2. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP /MA [ PRGS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b>Chief Technology Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
BEDFORD	MA	01730						
(City)	(State)	(Zip)						

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	04/01/2016		M		834	A	(2)	3,859 <sup>(1)</sup>	D	
Common Stock	04/01/2016		F		312 <sup>(3)</sup>	D	\$24.66	3,547	D	
Common Stock	04/01/2016		M		490	A	(2)	4,037	D	
Common Stock	04/01/2016		F		185 <sup>(4)</sup>	D	\$24.66	3,852	D	
Common Stock	04/01/2016		M		666	A	(2)	4,518	D	
Common Stock	04/01/2016		F		251 <sup>(5)</sup>	D	\$24.66	4,267	D	
Common Stock	04/01/2016		M		639	A	(2)	4,906	D	
Common Stock	04/01/2016		M		241 <sup>(6)</sup>	D	\$24.66	4,665	D	
Common Stock	04/01/2016		M		552	A	(2)	5,217	D	
Common Stock	04/01/2016		F		208 <sup>(7)</sup>	D	\$24.66	5,009	D	
Common Stock	04/01/2016		M		1,391	A	(2)	6,400	D	
Common Stock	04/01/2016		F		523 <sup>(8)</sup>	D	\$24.66	5,877	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	Amount or Number of Shares				
Restricted Stock Units	(2)	04/01/2016		M		834	(9)	(9)	Common Stock	834	\$0	834	D		
Restricted Stock Units	(2)	04/01/2016		M		490	(10)	(10)	Common Stock	490	\$0	980	D		
Restricted Stock Units	(2)	04/01/2016		M		666	(11)	(11)	Common Stock	666	\$0	2,667	D		
Restricted Stock Units	(2)	04/01/2016		M		1,917	(12)	(12)	Common Stock	1,917	\$0	1,917	D		
Restricted Stock Units	(2)	04/01/2016		M		639	(12)	(12)	Common Stock	639	\$0	1,278	D		
Restricted Stock Units	(2)	04/01/2016		M		552	(13)	(13)	Common Stock	552	\$0	2,763	D		
Restricted Stock Units	(2)	04/01/2016		M		4,174	(14)	(14)	Common Stock	4,174	\$0	4,174	D		
Restricted Stock Units	(2)	04/01/2016		M		1,391	(14)	(14)	Common Stock	1,391	\$0	2,783	D		

Explanation of Responses:

- Due to a clerical error, the amount of securities beneficially owned in the Form 3 was incorrectly reported. This Form 4 now reflects the correct amount of shares beneficially owned.
- Restricted stock units convert into common stock on a one-for-one basis.
- 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 July 9, 2013.
- 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 13, 2014.
- 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, 2015.
- 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, 2015.
- 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 July 6, 2015.
- 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 July 6, 2015.
- On July 9, 2013, the Reporting Person was granted 5,000 restricted stock units, vesting in six equal semi-annual installments beginning on April 1, 2014, subject to the continued employment of the Reporting Person with Issuer.
- On January 13, 2014, the Reporting Person was granted 2,938 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2014, subject to the continued employment of the Reporting Person with Issuer.
- On January 15, 2015, the Reporting Person was granted 3,999 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2015, subject to the continued employment of the Reporting Person with Issuer.
- Represents performance-based restricted stock units acquired by the Reporting Person based on Issuer performance in FY15. Each restricted stock unit vests in five installments, with one-third vesting on April 1, 2016 and the remaining restricted stock units vesting in four equal semi-annual installments, subject to the continued employment of the Reporting Person with Issuer.
- On July 6, 2015, the Reporting Person was granted 3,315 restricted stock units, vesting in six equal semi-annual installments beginning on April 1, 2016, subject to the continued employment of the Reporting Person with Issuer.
- Represents performance-based restricted stock units acquired by the Reporting Person based on Issuer performance in FY15. Each restricted stock unit vests in five installments, with one-third vesting on April 1, 2016 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:

Stephen H. Faberman, Attorney-In-Fact

04/05/2016

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Stephen H. Faberman, Chief Legal Officer of Progress Software Corporation (the "Company") and Shana L. York, Counsel of the Company, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Form 144 Notice of Proposed Sale of Securities pursuant to Rule 144 under the Securities Act of 1933;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 144, 3, 4 or 5 and file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, and to substitute or substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Rule 144 under the Securities Act of 1933 and Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned's transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 22nd day of January, 2016.

Signature

Matt Robinson

Print Name