

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Goodson John</u>			2. Date of Event Requiring Statement (Month/Day/Year) 07/10/2013		3. Issuer Name and Ticker or Trading Symbol (Check all applicable) <u>PROGRESS SOFTWARE CORP / MA</u>   <u>PRGS</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, CPO</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
PROGRESS SOFTWARE CORPORATION C/O 14 OAK PARK DRIVE						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	
(Street)	(City)	(State)	(Zip)				
BEDFORD	MA	01730					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,247	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option	(1)	10/15/2014	Common Stock 13,500 <sup>(2)</sup>	21.5	D	
Employee Stock Option	(3)	04/23/2015	Common Stock 22,500 <sup>(4)</sup>	19.96	D	
Employee Stock Option	(5)	10/15/2015	Common Stock 37,500 <sup>(6)</sup>	13.01	D	
Employee Stock Option	(7)	05/11/2016	Common Stock 18,000 <sup>(8)</sup>	14.67	D	
Employee Stock Option	(9)	10/15/2016	Common Stock 18,000 <sup>(10)</sup>	15.93	D	
Employee Stock Option	(11)	04/26/2017	Common Stock 40,500 <sup>(12)</sup>	21.32	D	
Employee Stock Option	(13)	04/27/2018	Common Stock 37,500 <sup>(14)</sup>	29.64	D	
Restricted Stock Unit	(15)	(15)	Common Stock 10,500 <sup>(16)</sup>	0	D	
Restricted Stock Unit	(17)	(17)	Common Stock 16,250 <sup>(18)</sup>	0	D	
Restricted Stock Unit	(19)	(19)	Common Stock 30,000	0	D	
Restricted Stock Unit	(20)	(20)	Common Stock 10,000	0	D	
Restricted Stock Unit	(21)	(21)	Common Stock 10,938 <sup>(22)</sup>	0	D	

Explanation of Responses:

- Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2007.
- As of the date of this filing, these options have vested.
- Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2008.
- As of the date of this filing, these options have vested.
- Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2008.
- As of the date of this filing, these options have vested.
- Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vest in 57 equal monthly increments commencing on June 1, 2009.
- As of the date of this filing, options to purchase 16,200 shares have vested.
- Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2009.
- As of the date of this filing, options to purchase 16,200 shares have vested.
- Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vest in 58 equal monthly increments commencing on May 1, 2010.
- As of the date of this filing, options to purchase 28,350 shares have vested.
- Two-forty-eights (2/48) of the option were vested and exercisable on the grant date. The remaining options vest in 46 equal monthly increments commencing on May 1, 2011.
- As of the date of this filing, options to purchase 23,428 shares have vested.
- Represents restricted stock units acquired by the Reporting Person on April 28, 2011 pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2011, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- As of the date of this filing, 7,000 restricted stock units have vested.
- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2012, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- As of the date of this filing, 5,416 restricted stock units have vested.
- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. 3,645 restricted stock units vested on April 1, 2013. The remaining restricted stock units vest in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- As of the date of this filing, 3,645 restricted stock units have vested.

Remarks:

Shana L. York, Attorney-in-fact

\*\* Signature of Reporting Person

08/05/2013

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 5 (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, Vice President and General Counsel of Progress Software Corpora

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 Prop
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 acc
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
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 in

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, c

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 undersigne

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this \_\_\_rd day of July, 2013.

\_\_\_\_\_  
Signature

John Goodson

Print Name