

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 | |
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|---|--|--|--|
| 1. Name and Address of Reporting Person* <u>Goodson John</u> (Last) (First) (Middle) <u>14 OAK PARK DRIVE</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>11/15/2010</u> | 3. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP / MA [PRGS]</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| | | 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 & Interim Chief Prod Off</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 |

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 | 12,244 ⁽¹⁾⁽²⁾ | 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 | 11/01/2005 | 11/14/2012 | Common Stock | 20,000 ⁽³⁾ | 30.81 | D |
| Employee Stock Option | 05/01/2006 ⁽⁴⁾ | 05/21/2013 | Common Stock | 12,500 ⁽⁵⁾ | 23.07 | D |
| Employee Stock Option | 09/01/2006 ⁽⁵⁾ | 09/19/2013 | Common Stock | 12,500 ⁽⁷⁾ | 25.01 | D |
| Employee Stock Option | 05/01/2004 ⁽⁸⁾ | 05/23/2014 | Common Stock | 14,333 ⁽⁹⁾ | 18.75 | D |
| Employee Stock Option | 05/01/2004 ⁽¹⁰⁾ | 09/26/2014 | Common Stock | 14,667 ⁽¹¹⁾ | 21.45 | D |
| Employee Stock Option | 04/01/2007 ⁽¹²⁾ | 04/25/2014 | Common Stock | 9,000 ⁽¹³⁾ | 31.18 | D |
| Employee Stock Option | 10/01/2007 ⁽¹⁴⁾ | 10/15/2014 | Common Stock | 9,000 ⁽¹⁵⁾ | 32.25 | D |
| Employee Stock Option | 04/01/2008 ⁽¹⁶⁾ | 04/23/2015 | Common Stock | 15,000 ⁽¹⁷⁾ | 29.94 | D |
| Employee Stock Option | 10/01/2008 ⁽¹⁸⁾ | 10/15/2015 | Common Stock | 25,000 ⁽¹⁹⁾ | 19.51 | D |
| Employee Stock Option | 05/01/2009 ⁽²⁰⁾ | 05/11/2016 | Common Stock | 12,000 ⁽²¹⁾ | 22.01 | D |
| Employee Stock Option | 10/01/2009 ⁽²²⁾ | 10/15/2016 | Common Stock | 12,000 ⁽²³⁾ | 23.9 | D |
| Employee Stock Option | 04/01/2010 ⁽²⁴⁾ | 04/26/2017 | Common Stock | 27,000 ⁽²⁵⁾ | 31.98 | D |

Explanation of Responses:

- 6,400 of these shares represent restricted stock units acquired by the reporting person on May 12, 2009 pursuant to the Issuer's 2008 Stock Option and Incentive Plan. 7,200 of these shares represent restricted stock units acquired by the reporting person on April 27, 2010 pursuant to the Issuer's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. These restricted stock units vest in six equal semiannual installments commencing on October 1, 2009 and October 1, 2010, respectively, subject to the continued employment of the reporting person with Issuer. As of the date of this filing, 4,399 of these restricted stock units have vested, 1,428 shares of which have been withheld by Issuer to pay tax withholding obligations of reporting person upon the vesting of these restricted stock units, leaving 2,971 of these shares vested and currently held by reporting person.
- Also includes 72 shares acquired through the Issuer's Employee Stock Purchase Plan on September 30, 2010.
- As of the date of this filing, options to purchase 20,000 shares are vested.
- Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2006.
- As of the date of this filing, options to purchase 11,875 shares are vested.
- Seven-sixtieths (7/60) of the options were vested and exercisable on the grant date. The remaining options vested in 53 equal monthly increments commencing on October 1, 2006.
- As of the date of this filing, options to purchase 11,875 shares are vested.
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on May 24, 2004 with three-sixtieths (3/60) of the options vesting on the grant date and the remaining options vested in 57 equal monthly increments commencing on June 1, 2004.
- As of the date of this filing, these options are fully vested.
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on September 27, 2004 with three-sixtieths (3/60) of the options vesting on the grant date and the remaining options vested in 57 equal monthly increments commencing on June 1, 2004.
- As of the date of this filing, these options are fully 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, 2007.
- As of the date of this filing, options to purchase 6,750 shares are 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, 2007.
- As of the date of this filing, options to purchase 6,750 shares are 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, options to purchase 8,250 shares are 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, options to purchase 13,750 shares are vested.
- Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2009.
- As of the date of this filing, options to purchase 4,200 shares are 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 4,200 shares are 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, 2010.
- As of the date of this filing, options to purchase 4,050 shares are vested.

Remarks:

Stephen H. Faberman, Attorney-In-Fact

11/22/2010

** 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 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 each of James D. Freedman, Senior Vice President and General Counsel of Progress So

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 20th, day of December, 2007.

/s/ John P. Goodson

Signature

John P. Goodson

Print Name