#### ROBERTSON NORMAN R

Form 4 April 29, 2010

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ROBERTSON NORMAN R

				PROGRESS SOFTWARE CORP /MA [PRGS]					PRP	(Check all applicable)					
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010					_	Director 10% Owner _X_ Officer (give title Other (specify below) Senior VP, Finance and CFO					
(Street) BEDFORD, MA 01730				Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
FCISOII															
(City) (State) (Zip) <b>Table I - Non-Derivative Securities</b>									rities Acqu	Acquired, Disposed of, or Beneficially Owned					
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8)	tio	4. Securiti mr Dispose (Instr. 3, 4)	ed of (		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)			
	Common Stock	04/27/2010			M		35,000	A	\$ 18.75	48,563	D				
	Common Stock	04/27/2010			S		35,000	D	\$ 32.3109	13,563	D				
	Common Stock	04/27/2010			M		13,000	A	\$ 19.51	26,563	D				
	Common Stock	04/27/2010			S		13,000	D	\$ 32.3109	13,563	D				
	Common	04/27/2010			M		32,000	A	\$ 21.45	45,563	D				

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Common Stock	04/27/2010	S	32,000	D	\$ 32.3109	13,563	D
Common Stock	04/29/2010	M	3,000	A	\$ 21.45	16,563	D
Common Stock	04/29/2010	S	3,000	D	\$ 32.4153	13,563	D
Common Stock	04/29/2010	M	27,000	A	\$ 21.86	40,563	D
Common Stock	04/29/2010	S	27,000	D	\$ 32.4153	13,563	D

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 18.75	04/27/2010		M	35,000	<u>(1)</u>	05/23/2014	Common Stock	35,000
Employee Stock Option	\$ 19.51	04/27/2010		M	13,000	(2)	10/15/2015	Common Stock	13,000
Employee Stock Option	\$ 21.45	04/27/2010		M	32,000	(3)	09/26/2014	Common Stock	32,000
Employee Stock Option	\$ 21.45	04/29/2010		M	3,000	(3)	09/26/2014	Common Stock	3,000
Employee Stock Option	\$ 21.86	04/29/2010		M	27,000	<u>(4)</u>	11/10/2013	Common Stock	27,000

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTSON NORMAN R 14 OAK PARK BEDFORD, MA 01730

Senior VP, Finance and CFO

## **Signatures**

Stephen H. Faberman, Attorney-In-Fact 04/29/2010

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* 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).
- (1) The option was originally granted on May 24, 2004 and vested in 60 equal monthly increments commencing on March 1, 2004.
- (2) Eight-sixtieths (8/60) of the option were vested and exercisable on the grant date. The remaining options vest in 52 equal monthly increments commencing on November 1, 2008.
- (3) The option was originally granted on September 27, 2004 and vested in 60 equal monthly increments commencing on March 1, 2004.
- (4) Nine-sixtieths (9/60) of the option were vested and exercisable on the grant date. The remaining options vested in 51 equal monthly increments commenctin on December 1, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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