

PROGRESS SOFTWARE CORP /MA  
 Form 4  
 April 05, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Benedict Michael

(Last) (First) (Middle)

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PROGRESS SOFTWARE CORP /MA [PRGS]

3. Date of Earliest Transaction (Month/Day/Year)  
 04/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Product Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------------------|---|--|-----------------------------------|------------|
|                                 |                                      |  |                                | Code  | V | Amount             |   |  |                                   | (A) or (D) |
| Common Stock                    | 04/01/2016                           |  | M                              |   |   | 2,500              | A   | Ⓛ  | 33,515 <sup>(2)</sup>             | D          |
| Common Stock                    | 04/01/2016                           |  | F                              |   |   | 824 <sup>(3)</sup> | D   | \$ 24.66   | 32,691                            | D          |
| Common Stock                    | 04/01/2016                           |  | M                              |   |   | 1,049              | A   | Ⓛ  | 33,740                            | D          |
| Common Stock                    | 04/01/2016                           |  | F                              |   |   | 348 <sup>(4)</sup> | D   | \$ 24.66   | 33,392                            | D          |
|                                 | 04/01/2016                           |  | M                              |   |   | 1,967              | A   | Ⓛ  | 35,359                            | D          |

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|              |            |   |                    |   |            |        |   |
|--------------|------------|---|--------------------|---|------------|--------|---|
| Common Stock |            |   |                    |   |            |        |   |
| Common Stock | 04/01/2016 | F | 652 <sup>(5)</sup> | D | \$ 24.66   | 34,707 | D |
| Common Stock | 04/01/2016 | M | 905                | A | <u>(1)</u> | 35,612 | D |
| Common Stock | 04/01/2016 | F | 300 <sup>(6)</sup> | D | \$ 24.66   | 35,312 | D |
| Common Stock | 04/01/2016 | M | 2,279              | A | <u>(1)</u> | 37,591 | D |
| Common Stock | 04/01/2016 | F | 755 <sup>(7)</sup> | D | \$ 24.66   | 36,836 | 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. 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   | 04/01/2016                           |  | M                              |   | 2,500  | <u>(8)</u> <u>(8)</u>   | Common Stock                  | 2,500                      |
| Restricted Stock Units                     | <u>(1)</u>   | 04/01/2016                           |  | M                              |   | 1,049  | <u>(9)</u> <u>(9)</u>   | Common Stock                  | 1,049                      |
| Restricted Stock Units                     | <u>(1)</u>   | 04/01/2016                           |  | M                              |   | 1,967  | <u>(10)</u> <u>(10)</u>                                       | Common Stock                  | 1,967                      |
| Restricted Stock Units                     | <u>(1)</u>   | 04/01/2016                           |  | M                              |   | 905  | <u>(11)</u> <u>(11)</u>                                       | Common Stock                  | 905                        |
|  | <u>(1)</u>   | 04/01/2016                           |  | M                              |   | 6,836  | <u>(12)</u> <u>(12)</u>                                       |                               | 6,836                      |

|                              |            |            |   |       |             |             |                 |       |
|------------------------------|------------|------------|---|-------|-------------|-------------|-----------------|-------|
| Restricted<br>Stock<br>Units |            |            |   |       |             |             | Common<br>Stock |       |
| Restricted<br>Stock<br>Units | <u>(1)</u> | 04/01/2016 | M | 2,279 | <u>(12)</u> | <u>(12)</u> | Common<br>Stock | 2,279 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Benedict Michael<br>C/O PROGRESS SOFTWARE CORPORATION<br>14 OAK PARK DRIVE<br>BEDFORD, MA 01730 |               |           | Chief Product Officer |       |

## Signatures

Stephen H. Faberman,  
Attorney-In-Fact

04/05/2016

\_\_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) Restricted stock units convert into common stock on a one-for-one basis.
  - (2) Includes 713 shares of common stock acquired through the Employee Stock Purchase Plan: 163 shares on March 31, 2015, 192 shares on June 30, 2015, 165 shares on September 30, 2015, and 193 shares on December 31, 2015.
  - (3) 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 22, 2013.
  - (4) 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.
  - (5) 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 7, 2014.
  - (6) 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 29, 2015.
  - (7) 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 29, 2015.
  - (8) On January 22, 2013, the Reporting Person was granted 15,000 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Issuer.
  - (9) On January 13, 2014, the Reporting Person was granted 6,295 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.
  - (10) On January 7, 2014, the Reporting Person was granted 11,800 restricted stock units, vesting in five installments, with one-third vesting on April 1, 2014 and the remaining restricted stock units vesting in four equal semi-annual installments, subject to the continued employment of the Reporting Person with Issuer.
  - (11) On January 29, 2015, the Reporting Person was granted 5,429 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.

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Represents performance-based restricted stock units acquired by the Reporting Person based on Issuer performance in FY15. Each (12) 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.

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.