EGAN JOHN R Form 4 April 11, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and A EGAN JOH	Symbol PROGR	PROGRESS SOFTWARE CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)		ddle) 3. Date of (Month/Da	/MA [PRGS] 3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director	109	6 Owner er (specify	
			04/09/2013 4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Table Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	•	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) o l of (D))	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	04/09/2013		A	6,990 (1) (2)	A	\$0	20,450	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 21.46	04/09/2013		A	8,210 (2)	<u>(3)</u>	04/09/2020	Common Stock	8,210

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Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporoug o water tune / Trust ess	Director	10% Owner	Officer	Other			
EGAN JOHN R							
14 OAK PARK DRIVE	X						
BEDFORD, MA 01730							

Signatures

Stephen H. Faberman, Attorney-In-Fact 04/11/2013

**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).
- Represents restricted stock units acquired by the Reporting Person pursuant to the 2008 Stock Option and Incentive Plan and 2013 Fiscal Year Non Employee Director Compensation Plan for services provided as a director applicable to the 2013 fiscal year. Each restricted stock unit represents the right to receive one share of common stock. The restricted stock units vest on December 1, 2013, subject to the Reporting Person's continued service on the Progress Software Corporation Board of Directors on such vesting date.
- (2) Represents stock options granted to the Reporting Person under the 2008 Stock Option and Incentive Plan and 2013 Fiscal Year Non Employee Director Compensation Plan for services provided as a director applicable to the 2013 fiscal year.
- (3) The option is exercisable in full on December 1, 2013, subject to the Reporting Person's continued service on the Progress Software Corporation Board of Directors on such vesting date.

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.

Reporting Owners 2