FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol						5. Relati	Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Andrews Joseph				PROGRESS SOFTWARE CORP /MA [ PRGS ]						(Gricon)	Director			10% Owne	er		
											X	Officer (give title	below)		Other (spe	cify below)	
(Last) (First) (Middle)				Date of Earliest Transaction (Month/Day/Year)							_	SVP. Human Resources					
C/O PROGRESS SOFTWARE CORPORATION				05/28/2012								,					
14 OAK PARK DRIVE																	
14 OAK TAKK DIGYE																	
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
BEDFORD MA 01730												X Form filed by One Reporting Person					
													Form filed by Mo	re than On	ne Report	ting Person	
(City)	(State)	(Zij	0)														
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3)	of Security (Instr. 3)			2. Transacti			3. Transaction Code (Instr. 8) 4. Secur			rities Acquired (A) or Disposed Of (D I 5)		Beneficially Owned F			nership Form: t (D) or Indirect (I)	7. Nature of Indirect Beneficial	
[					Date (Date	Execution	ion Date,	Code (Instr.	8) 3, 4	and 5)			Beneficially Owned F				
					Date (Month/Day	/Year)   if any	·	Code (Instr.		and 5) ount	(A) or (D)	Price	Beneficially Owned F Reported Transaction (Instr. 3 and 4)		Direct (D) (Instr. 4)		Indirect Beneficial Ownership (Instr. 4)
Common Stock						/Year) if any (Month/E	·	<u> </u>			(A) or (D)	Price \$0	Reported Transaction				Ownership (Instr.
Common Stock Common Stock					(Month/Day	(Month/E	·	Code		ount			Reported Transaction (Instr. 3 and 4)				Ownership (Instr.
				Table	05/28/20 05/28/20 05/28/20 II - Deriva	on the security of the securit	(Day/Year)	A A uired, Di	v Am	ount 16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup> of, or Benefic	A A Cially Own	\$0 \$0	Reported Transaction (Instr. 3 and 4)			D	Ownership (Instr.
				Table	05/28/20 05/28/20 05/28/20 II - Deriva	on the security of the securit	(Day/Year)	A A uired, Di	v Am	16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup>	A A Cially Own	\$0 \$0	Reported Transaction (Instr. 3 and 4)			D	Ownership (Instr.
Common Stock  1. Title of Derivative Security (Instr		3. Transaction	3A. Deemed	4. Transa	05/28/20 05/28/20 05/28/20 II - Deriva	on the security of D. S. Number of D.	ities Acq warrants	A A uired, Dies, options	sposed of s, convertisable a	16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup> of, or Benefice securiting 7. Title and	A A Cially Owneries)	\$0 \$0 ed	Reported Transaction (Instr. 3 and 4)  38,244  42,244	9. Numbe	(Instr. 4)	D D	Ownership (Instr. 4)
Common Stock	Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any		05/28/2 05/28/2 05/28/2 II - Deriva (e.g., p	on the security of Disposed of (D)	ities Acq warrants	A uired, Die, options	Sposed of sposed	16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup> of, or Benefice securiting 7. Title and	A A cially Owneries)	\$0 \$0 ed	Reported Transaction (Instr. 3 and 4)  38,244  42,244	9. Numbe derivative Securitie	er of instr. 4)	D D 10. Ownership Form: Direct (D) or Indirect	Ownership (Instr. 4)  11. Nature of Indirect Beneficial Ownership (Instr.
Common Stock  1. Title of Derivative Security (Instr	Conversion or Exercise Price of Derivative	Date	Execution Date,	4. Transa	05/28/2 05/28/2 05/28/2 II - Deriva (e.g., p	order of D Securities Acquires	ities Acq warrants	A uired, Die, options	Sposed of sposed	16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup> of, or Benefice securiting 7. Title and	A A Cially Owneries)	\$0 \$0 ed	Reported Transaction (Instr. 3 and 4)  38,244  42,244  8. Price of Derivative	9. Numbe derivative Securitie Beneficia Owned	er of 1 Per ses (	D D 10. Ownership Form: Direct	Ownership (Instr. 4)  11. Nature of Indirect Beneficial
Common Stock  1. Title of Derivative Security (Instr	Conversion or Exercise Price of	Date	Execution Date, if any	4. Transa	05/28/2 05/28/2 05/28/2 II - Deriva (e.g., p	on the security of Disposed of (D)	ities Acq warrants	A uired, Die, options	Sposed of sposed	16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup> of, or Benefice securiting 7. Title and	A A Cially Owneries)	\$0 \$0 ed	Reported Transaction (Instr. 3 and 4)  38,244  42,244  8. Price of Derivative	9. Numbe derivative Securitie Beneficia Owned Following	er of 1 ees (ally (	D D 10. Ownership Form: Direct (D) or Indirect	Ownership (Instr. 4)  11. Nature of Indirect Beneficial Ownership (Instr.
Common Stock  1. Title of Derivative Security (Instr	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	4. Transa	05/28/2 05/28/2 05/28/2 II - Deriva (e.g., p	//Year) if any (Month/II  012  012  ative Securit outs, calls, v  5. Number of D Securities Acqu Disposed of (D) and 5)	ities Acq warrants	A uired, Die, options	Sposed of Sposed	16,250 <sup>(1)</sup> 4,000 <sup>(2)</sup> of, or Benefirible securit nd 7. Title and Derivative :	A A Cially Owneries)	\$0 \$0 ed	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned	er of :	D D 10. Ownership Form: Direct (D) or Indirect	Ownership (Instr. 4)  11. Nature of Indirect Beneficial Ownership (Instr.

- 1. 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.

  2. Represents restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests on June 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

Stephen H. Faberman, Attorney-in-Fact

05/31/2012

\*\* 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 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).

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	ΩE	<b>ATTORNEY</b>	

POWER OF ATTORNET
Know all by these presents, that the undersigned hereby constitutes and appoints each of James D. Freedman, Vice President and General Counsel of Progress Software (
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 Property Company, Form 144 Notice Office Company, Form 144 Notice Comp
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, or
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 undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned is not longer required to file Forms 144, 3, 4 and 5 with respect to file Forms 144, 3, 4 and 5 with res
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 15th day of July, 2008.
/s/ Joseph Andrews
Signature
Joseph Andrews
Print Name