SEC Form 3

FORM 3

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

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

1. Name and Address of Reporting Person[*] **Benson David A**	2. Date of Event Requiring Statement (Month/Day/Year) 07/10/2013	3. Issuer Name **and** Ticker or Trading Symbol **PROGRESS SOFTWARE CORP /MA** [**PRGS**]	
(Last) (First) (Middle) C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) **EVP and CIO**	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Street) BEDFORD MA 01730			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)			

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	24,929	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	Title	Amount or Number of Shares			
Employee Stock Option	(1)	07/15/2016	Common Stock	22,500	14.29	D	
Employee Stock Option	(2)	01/14/2017	Common Stock	22,500(3)	19.47	D	
Employee Stock Option	(4)	04/26/2017	Common Stock	45,000(5)	21.32	D	
Employee Stock Option	(6)	04/27/2018	Common Stock	20,000(7)	29.64	D	
Restricted Stock Unit	(8)	(8)	Common Stock	5,600(9)	0	D	
Restricted Stock Unit	(10)	(10)	Common Stock	9,750(11)	0	D	
Restricted Stock Unit	(12)	(12)	Common Stock	9,000	0	D	
Restricted Stock Unit	(13)	(13)	Common Stock	6,563(14)	0	D	

Explanation of Responses:

1. These options vest in equal monthly increments over a 54 month period commencing on January 2, 2010.

2. Option vests in equal monthly increments over a 54 month period commencing on the first day following six months of service.

3. As of the date of this filing, options to purchase 18,333 shares have vested.

4. Two-sixtieths (2/60) of the option were vested and exercisable on the grant date. The remaining options vest in 58 equal monthly increments commencing on May 1, 2010.

5. As of the date of this filing, options to purchase 31,500 shares have vested.

6. Two-forty-eights (2/48) of the option were vested and exercisable on the grant date. The remaining options vest in 46 equal monthly increments commencing on May 1, 2011.

7. As of the date of this filing, options to purchase 12,500 shares have vested.

8. Represents restricted stock units acquired by reporting person on April 28, 2011 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, 2011, subject to the continued employment of the reporting person with Progress Software Corporation.

9. As of the date of this filing, 3,732 restricted stock units have vested and been released.

10. 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.

11. As of the date of this filing, 3,248 restricted stock units have vested and been released.

12. 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, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

13. 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. 2,187 restricted stock units vested on April 1, 2013. The remaining restricted stock unit vests in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

14. As of the date of this filing, 2,187 restricted stock units have vested.

Remarks:

David A. Benson   08/06/2013
** Signature of Reporting Person   Date

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