

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Andrews Joseph</u>			2. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP /MA [ PRGS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Human Resources</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>PROGRESS SOFTWARE CORPORATION</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>C/O 14 OAK PARK DRIVE</u>								
<u>BEDFORD MA 01730</u>								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2013		M		934	A	(1)	30,816	D	
Common Stock	10/01/2013		F		441 <sup>(2)</sup>	D	\$26	30,375	D	
Common Stock	10/01/2013		M		2,708	A	(1)	33,083	D	
Common Stock	10/01/2013		F		1,279 <sup>(3)</sup>	D	\$26	31,804	D	
Common Stock	10/01/2013		M		2,500	A	(1)	34,304	D	
Common Stock	10/01/2013		F		1,180 <sup>(4)</sup>	D	\$26	33,124	D	
Common Stock	10/01/2013		M		2,500	A	(1)	35,624	D	
Common Stock	10/01/2013		F		1,180 <sup>(5)</sup>	D	\$26	34,444	D	
Common Stock	10/01/2013		M		1,823	A	(1)	36,267	D	
Common Stock	10/01/2013		F		861 <sup>(6)</sup>	D	\$26	35,406	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	10/01/2013		M		934		(7)	(7)	Common stock	934	\$0	934	D	
Restricted Stock Units	(1)	10/01/2013		M		2,708		(8)	(8)	Common stock	2,708	\$0	8,126	D	
Restricted Stock Units	(1)	10/01/2013		M		2,500		(9)	(9)	Common stock	2,500	\$0	12,500	D	
Restricted Stock Units	(1)	10/01/2013		M		2,500		(10)	(10)	Common stock	2,500	\$0	7,500	D	
Restricted Stock Units	(1)	10/01/2013		M		1,823		(11)	(11)	Common stock	1,823	\$0	5,470	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.
2. 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 April 28, 2011.
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 May 28, 2011.
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 22, 2013.

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 22, 2013.
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 22, 2013.
7. On April 28, 2011, the reporting person was granted 5,600 restricted stock units, vesting in six equal installments beginning on October 1, 2011 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
8. On May 28, 2012, the reporting person was granted 16,250 restricted stock units, vesting in six equal installments beginning on October 1, 2012 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
9. On January 22, 2013, the reporting person was granted 15,000 restricted stock units, vesting in six equal installments beginning on October 1, 2013 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
10. On January 22, 2013, the reporting person was granted 10,000 restricted stock units, vesting in six equal installments beginning on October 1, 2011 and continuing every four months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.
11. On January 22, 2013, the reporting person was granted 10,938 restricted stock units, 3,645 of which vested on April 1, 2013 with the rest vesting in four equal installments beginning on October 1, 2013 and continuing every six months thereafter until fully vested, subject to the continued employment of the Reporting Person with Issuer.

**Remarks:**

Joseph A. Andrews

10/03/2013

\*\* 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.**