

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

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 _____ Officer (give title below) _____ Other (specify below) _____ SVP, Human Resources	
(Last) (First) (Middle) <u>C/O PROGRESS SOFTWARE CORPORATION</u> <u>14 OAK PARK DRIVE</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2011</u>			
(Street) <u>BEDFORD MA 01730</u>		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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	03/31/2011		M		4,375	A	\$12.1	25,198	D	
Common Stock	03/31/2011		S		4,375	D	\$29.01	20,823	D	
Common Stock	03/31/2011		M		4,375	A	\$12.83	25,198	D	
Common Stock	03/31/2011		S		4,375	D	\$29.01	20,823	D	
Common Stock	03/31/2011		M		21,874	A	\$12.5	42,697	D	
Common Stock	03/31/2011		S		21,874	D	\$29.01	20,823	D	
Common Stock	04/01/2011		F		319 ⁽¹⁾	D	\$29.525	20,504	D	
Common Stock	04/01/2011		F		636 ⁽²⁾	D	\$29.525	19,868 ⁽³⁾	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
Stock Option	\$12.1 ⁽⁴⁾	03/31/2011		M			4,375	⁽⁵⁾	05/23/2014	Common Stock	4,375 ⁽⁴⁾	\$0	0	D	
Stock Option	\$12.83 ⁽⁴⁾	03/31/2011		M			4,375	⁽⁶⁾	09/26/2014	Common Stock	4,375 ⁽⁴⁾	\$0	0	D	
Stock Option	\$12.5 ⁽⁴⁾	03/31/2011		M			21,874	⁽⁷⁾	05/23/2014	Common Stock	21,874 ⁽⁴⁾	\$0	0	D	

Explanation of Responses:

- 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 12, 2009.
- 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 27, 2010.
- This share amount has been adjusted to reflect the Issuer's 3-for-2 stock split which was completed on January 28, 2011.
- The exercise price and number of underlying securities have been adjusted as a result of the 3-for-2 stock split completed by the Issuer on January 28, 2011.
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on May 24, 2004 with three-sixtieths (3/60) of the options vesting on the grant date and the remaining options vested in 57 equal monthly increments commencing on June 1, 2004.
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on September 27, 2004 with seven-sixtieths (7/60) of the options vesting on the grant date and the remaining options vested in 53 equal monthly increments commencing on October 1, 2004.
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on May 24, 2004 with three-sixtieths (3/60) of the options vesting on the grant date and the remaining options vested in 57 equal monthly increments commencing on June 1, 2004.

Remarks:

Stephen H. Faberman, Attorney-In-Fact

04/04/2011

** 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 OF ATTORNEY

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 Prop
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, (

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 undersigne

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