

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Bhatt Jay</u>  (Last) (First) (Middle) 14 OAK PARK DRIVE  (Street) BEDFORD MA 01730  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/05/2011	3. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP / MA [ PRGS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p align="center">Chief Executive Officer</p>	5. 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

**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	200,000 <sup>(1)</sup>	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				
Stock Option	06/05/2012 <sup>(2)</sup>	12/04/2018	Common Stock	900,000 <sup>(3)</sup>	21.08	D

**Explanation of Responses:**

- Represents restricted stock units acquired by reporting person as New Hire Grant, 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. The vesting schedule is as follows: (a) 50,000 units shall vest and convert into shares of common stock on April 1, 2012, (b) 50,000 units shall vest and convert into shares of common stock on October 1, 2012, (c) 25,000 units shall vest and convert into shares of common stock on April 1, 2013, (d) 25,000 units shall vest and convert into shares of common stock on October 1, 2013, (e) 25,000 units shall vest and convert into shares of common stock on April 1, 2014. This vesting schedule is subject to the continued employment of the reporting person with Progress Software Corporation.
- Options vest monthly over four years commencing on the date of grant, with 12.5% of the award being vested in the first installment on the sixth month anniversary of the date of hire and the remainder vesting in 42 equal monthly installments, subject to continued employment.
- Shares represent New Hire Grant.

**Remarks:**

Stephen H. Faberman, Attorney in Fact

12/15/2011

\*\* 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 5 (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 Craig Newfield, Senior Vice President and General Counsel of Progress Softwa

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, c

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 December, 2011.

/s/ Jay Bhatt \_\_\_\_\_

Signature

Jay Bhatt \_\_\_\_\_

Print Name