

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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>  (Last) (First) (Middle) <u>PROGRESS SOFTWARE CORPORATION</u> <u>14 OAK PARK DRIVE</u>  (Street) <u>BEDFORD MA 01730</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/01/2010</u>	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Human Resources</u>	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 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)
<u>Common Stock</u>	<u>13,560<sup>(1)</sup></u>	<u>D</u>	

## 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				
<u>Employee Stock Option</u>	<u>11/01/2003<sup>(2)</sup></u>	<u>11/10/2013</u>	<u>Common Stock</u>	<u>30,000<sup>(3)</sup></u>	<u>21.86</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>11/01/2005<sup>(4)</sup></u>	<u>11/14/2012</u>	<u>Common Stock</u>	<u>20,000<sup>(5)</sup></u>	<u>30.81</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>05/01/2006<sup>(6)</sup></u>	<u>05/21/2013</u>	<u>Common Stock</u>	<u>10,000<sup>(7)</sup></u>	<u>23.07</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>09/01/2006<sup>(8)</sup></u>	<u>09/19/2013</u>	<u>Common Stock</u>	<u>10,000<sup>(9)</sup></u>	<u>25.01</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/31/2004<sup>(10)</sup></u>	<u>05/23/2014</u>	<u>Common Stock</u>	<u>2,917<sup>(11)</sup></u>	<u>18.15</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/31/2004<sup>(12)</sup></u>	<u>09/26/2014</u>	<u>Common Stock</u>	<u>2,917<sup>(13)</sup></u>	<u>19.25</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/31/2004<sup>(14)</sup></u>	<u>02/23/2013</u>	<u>Common Stock</u>	<u>11,000<sup>(15)</sup></u>	<u>15.07</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/01/2005<sup>(16)</sup></u>	<u>02/18/2010</u>	<u>Common Stock</u>	<u>833<sup>(17)</sup></u>	<u>23</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/01/2005<sup>(18)</sup></u>	<u>08/01/2012</u>	<u>Common Stock</u>	<u>13,000<sup>(19)</sup></u>	<u>13.5</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/01/2005<sup>(20)</sup></u>	<u>02/23/2013</u>	<u>Common Stock</u>	<u>19,000<sup>(21)</sup></u>	<u>16.99</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/01/2005<sup>(22)</sup></u>	<u>05/23/2014</u>	<u>Common Stock</u>	<u>14,583<sup>(23)</sup></u>	<u>18.75</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>12/01/2005<sup>(24)</sup></u>	<u>09/26/2014</u>	<u>Common Stock</u>	<u>14,583<sup>(25)</sup></u>	<u>21.45</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>04/01/2007<sup>(26)</sup></u>	<u>04/25/2014</u>	<u>Common Stock</u>	<u>5,000<sup>(27)</sup></u>	<u>31.18</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>10/01/2007<sup>(28)</sup></u>	<u>10/15/2014</u>	<u>Common Stock</u>	<u>5,000<sup>(29)</sup></u>	<u>32.25</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>04/01/2008<sup>(30)</sup></u>	<u>04/23/2015</u>	<u>Common Stock</u>	<u>7,500<sup>(31)</sup></u>	<u>29.94</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>10/01/2008<sup>(32)</sup></u>	<u>10/15/2015</u>	<u>Common Stock</u>	<u>7,500<sup>(33)</sup></u>	<u>19.51</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>05/01/2009<sup>(34)</sup></u>	<u>05/11/2016</u>	<u>Common Stock</u>	<u>7,500<sup>(35)</sup></u>	<u>22.01</u>	<u>D</u>
<u>Employee Stock Option</u>	<u>10/01/2009<sup>(36)</sup></u>	<u>10/15/2016</u>	<u>Common Stock</u>	<u>7,500<sup>(37)</sup></u>	<u>23.9</u>	<u>D</u>

## Explanation of Responses:

- 4,000 of these shares represent restricted stock units acquired by reporting person on May 12, 2009 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. These restricted stock units vest in six equal semiannual installments beginning on October 1, 2009, subject to the continued employment of the reporting person with Progress Software Corporation. As of the date of this filing, 666 of these restricted stock units are vested.
- Nine-sixtieths (9/60) of the options were vested and exercisable on the grant date. The remaining options vested in 51 equal monthly increments commencing on December 1, 2003.
- As of the date of this filing, these options are fully vested.
- Nine-sixtieths (9/60) of the options were vested and exercisable on the grant date. The remaining options vested in 51 equal monthly increments commencing on December 1, 2003.
- As of the date of this filing, these options are fully vested.
- Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2006.
- As of the date of this filing, options to purchase 8,000 shares are vested.

8. Seven-sixtieths (7/60) of the options were vested and exercisable on the grant date. The remaining options vested in 53 equal monthly increments commencing on October 1, 2006.
9. As of the date of this filing, options to purchase 8,000 shares are vested.
10. 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.
11. As of the date of this filing, these options are fully vested.
12. 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.
13. As of the date of this filing, these options are fully vested.
14. 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 February 24, 2003 and vested in 60 equal monthly increments commencing on March 1, 2003.
15. As of the date of this filing, these options are fully vested.
16. 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 February 18, 2000 and vested in 60 equal monthly increments commencing on March 1, 2000.
17. As of the date of this filing, these options are fully vested.
18. 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 August 2, 2002 and vested in 54 equal monthly increments commencing on September 1, 2002.
19. As of the date of this filing, these options are fully vested.
20. 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 February 24, 2003 and vested in 60 equal monthly increments commencing on March 1, 2003.
21. As of the date of this filing, these options are fully vested.
22. 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.
23. As of the date of this filing, these options are fully vested.
24. 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.
25. As of the date of this filing, these options are fully vested.
26. Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2007.
27. As of the date of this filing, options to purchase 3,000 are vested.
28. Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2007.
29. As of the date of this filing, options to purchase 3,000 are vested.
30. Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2008.
31. As of the date of this filing, options to purchase 3,000 are vested.
32. Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2008.
33. As of the date of this filing, options to purchase 3,000 are vested.
34. Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2009.
35. As of the date of this filing, options to purchase 1,500 are vested.
36. Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2009.
37. As of the date of this filing, options to purchase 1,500 are vested.

**Remarks:**

Joseph Andrews

02/16/2010

\*\* 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.

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