

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Gawlick Rainer</u>  (Last) (First) (Middle) <u>C/O PROGRESS SOFTWARE CORPORATION</u> <u>14 OAK PARK DR.</u>  (Street) <u>BEDFORD MA 01730</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2017</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 Form filed by More than One Reporting Person

**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	06/30/2017		A		3,238 <sup>(1)</sup>	A	\$30.89	3,238	D	
Common Stock	06/30/2017		A		9,712 <sup>(2)</sup>	A	\$30.89	12,950	D	
Common Stock	04/02/2018		A		2,688 <sup>(3)</sup>	A	\$37.21	15,638	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)		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)					

**Explanation of Responses:**

- Represents deferred stock units acquired by Reporting Person as the equity retainer for the period from June 2017 to December 2017. These deferred stock units were issued in accordance with Issuer's 2017 Director Compensation Plan pursuant to Issuer's 2008 Stock Option and Incentive Plan and are payable on a one for one basis exclusively in common stock when Reporting Person ceases to provide services to Issuer as a director or upon a change in control of Issuer. The deferred stock units will vest on the date of the 2018 Annual Meeting of Stockholders, subject to Reporting Person's continued service on the Board of Directors until such date.
- Represents deferred stock units acquired by Reporting Person as an Initial Director Grant in connection with his appointment to Issuer's Board of Directors. These deferred stock units were issued in accordance with Issuer's 2017 Director Compensation Plan pursuant to Issuer's 2008 Stock Option and Incentive Plan and are payable on a one for one basis exclusively in common stock when Reporting Person ceases to provide services to Issuer as a director or upon a change in control of Issuer. The deferred stock units will vest in 60 equal monthly installments commencing on July 1, 2017, subject to Reporting Person's continued service on the Board of Directors until each such date.
- Represents deferred stock units acquired by Reporting Person as the equity retainer for the period from December 2017 until the date of Issuer's 2018 Annual Meeting of Stockholders. These deferred stock units were issued in accordance with Issuer's 2017 Director Compensation Plan pursuant to Issuer's 2008 Stock Option and Incentive Plan and are payable on a one for one basis exclusively in common stock when Reporting Person ceases to provide services to Issuer as a director or upon a change in control of Issuer. The deferred stock units will vest on the date of the 2018 Annual Meeting of Stockholders, subject to Reporting Person's continued service on the Board of Directors until such date.

**Remarks:**

Stephen Faberman, Attorney-in-Fact 04/16/2018

\*\* 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.**