

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Smith Jennifer E.</u> (Last) (First) (Middle) <u>PROGRESS SOFTWARE CORPORATION</u> <u>C/O 14 OAK PARK DRIVE</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/10/2013</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 & CMO</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>12,136</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	Title	Amount or Number of Shares			
<u>Employee Stock Option</u>	<u>(1)</u>	<u>04/23/2015</u>	<u>Common Stock</u>	<u>4,500⁽²⁾</u>	<u>19.96</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(3)</u>	<u>10/15/2015</u>	<u>Common Stock</u>	<u>7,500⁽⁴⁾</u>	<u>13.01</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(5)</u>	<u>05/11/2016</u>	<u>Common Stock</u>	<u>4,050⁽⁶⁾</u>	<u>14.67</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(7)</u>	<u>10/15/2016</u>	<u>Common Stock</u>	<u>4,050⁽⁸⁾</u>	<u>15.93</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(9)</u>	<u>04/26/2017</u>	<u>Common Stock</u>	<u>11,700⁽¹⁰⁾</u>	<u>21.32</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(11)</u>	<u>10/15/2017</u>	<u>Common Stock</u>	<u>4,500⁽¹²⁾</u>	<u>24.87</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(13)</u>	<u>(13)</u>	<u>Common Stock</u>	<u>1,200⁽¹⁴⁾</u>	<u>0</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(15)</u>	<u>04/27/2018</u>	<u>Common Stock</u>	<u>7,000⁽¹⁶⁾</u>	<u>29.64</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(17)</u>	<u>(17)</u>	<u>Common Stock</u>	<u>1,960⁽¹⁸⁾</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(19)</u>	<u>(19)</u>	<u>Common Stock</u>	<u>9,750⁽²⁰⁾</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(21)</u>	<u>(21)</u>	<u>Common Stock</u>	<u>15,000</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(22)</u>	<u>(22)</u>	<u>Common Stock</u>	<u>6,563⁽²³⁾</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- 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.
- As of the date of this filing, options to purchase 2,000 shares remain exercisable.
- 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.
- As of the date of this filing, options to purchase 278 shares remain exercisable.
- Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vest in 57 equal monthly increments commencing on June 1, 2009.
- As of the date of this filing, options to purchase 810 shares remain exercisable.
- 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.
- As of the date of this filing, options to purchase 8,190 shares remain exercisable.
- Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vest in 58 equal monthly increments commencing on May 1, 2010.
- As of the date of this filing, options to purchase 8,190 shares have vested.
- Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vest in 52 equal monthly increments commencing on November 1, 2010.
- As of the date of this filing, options to purchase 3,150 shares have vested.
- Represents restricted stock units acquired by the Reporting Person 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. Each restricted stock unit vests in six equal semiannual installments beginning on April 1, 2011, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- As of the date of this filing, 1,000 restricted stock units have vested and been released.
- Two-forty-eighths (2/48) of the option were vested and exercisable on the grant date. The remaining options vest in 46 equal monthly increments commencing on May 1, 2011.
- As of the date of this filing, options to purchase 4,375 shares have vested.
- Represents restricted stock units acquired by the Reporting Person 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. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2011, subject to the continued employment of the Reporting Person with Progress Software Corporation.

18. As of the date of this filing, 1,306 restricted stock units have vested and been released.

19. Represents restricted stock units acquired by the Reporting Person 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. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2012, subject to the continued employment of the Reporting Person with Progress Software Corporation.

20. As of the date of this filing, 3,248 restricted stock units have vested and been released.

21. Represents restricted stock units acquired by the Reporting Person 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. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

22. Represents restricted stock units acquired by the Reporting Person 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. 2,187 restricted stock units vested on April 1, 2013. The remaining restricted stock units vest in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

23. As of the date of this filing, 2,187 restricted stock units have vested and been released.

Remarks:

Jennifer E. Smith

08/06/2013

** 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 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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