

PROGRESS SOFTWARE CORP /MA  
Form 3  
August 06, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Smith Jennifer E.</p> <p>(Last) (First) (Middle)</p> <p>PROGRESS SOFTWARE CORPORATION,Â C/O 14 OAK PARK DRIVE</p> <p>(Street)</p> <p>BEDFORD,Â MAÂ 01730</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/10/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PROGRESS SOFTWARE CORP /MA [PRGS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP &amp; CMO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	12,136	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	Â <u>(1)</u>	04/23/2015	Common Stock	4,500 <u>(2)</u>	\$ 19.96	D	Â
Employee Stock Option	Â <u>(3)</u>	10/15/2015	Common Stock	7,500 <u>(4)</u>	\$ 13.01	D	Â
Employee Stock Option	Â <u>(5)</u>	05/11/2016	Common Stock	4,050 <u>(6)</u>	\$ 14.67	D	Â
Employee Stock Option	Â <u>(7)</u>	10/15/2016	Common Stock	4,050 <u>(8)</u>	\$ 15.93	D	Â
Employee Stock Option	Â <u>(9)</u>	04/26/2017	Common Stock	11,700 <u>(10)</u>	\$ 21.32	D	Â
Employee Stock Option	Â <u>(11)</u>	10/15/2017	Common Stock	4,500 <u>(12)</u>	\$ 24.87	D	Â
Restricted Stock Unit	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	1,200 <u>(14)</u>	\$ 0	D	Â
Employee Stock Option	Â <u>(15)</u>	04/27/2018	Common Stock	7,000 <u>(16)</u>	\$ 29.64	D	Â
Restricted Stock Unit	Â <u>(17)</u>	Â <u>(17)</u>	Common Stock	1,960 <u>(18)</u>	\$ 0	D	Â
Restricted Stock Unit	Â <u>(19)</u>	Â <u>(19)</u>	Common Stock	9,750 <u>(20)</u>	\$ 0	D	Â
Restricted Stock Unit	Â <u>(21)</u>	Â <u>(21)</u>	Common Stock	15,000	\$ 0	D	Â
Restricted Stock Unit	Â <u>(22)</u>	Â <u>(22)</u>	Common Stock	6,563 <u>(23)</u>	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Jennifer E. PROGRESS SOFTWARE CORPORATION C/O 14 OAK PARK DRIVE BEDFORD, MA 01730	Â	Â	Â VP & CMO	Â

## Signatures

Jennifer E. Smith 08/06/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) 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.
- (2) As of the date of this filing, options to purchase 2,000 shares remain exercisable.
- (3) 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.
- (4) As of the date of this filing, options to purchase 278 shares remain exercisable.
- (5) 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.
- (6) As of the date of this filing, options to purchase 810 shares remain exercisable.
- (7) 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.
- (8) As of the date of this filing, options to purchase 8,190 shares remain exercisable.
- (9) 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.
- (10) As of the date of this filing, options to purchase 8,190 shares have vested.
- (11) 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.
- (12) As of the date of this filing, options to purchase 3,150 shares have vested.
- (13) 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.
- (14) As of the date of this filing, 1,000 restricted stock units have vested and been released.
- (15) Two-forty-eights (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.
- (16) As of the date of this filing, options to purchase 4,375 shares have vested.
- (17) 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.

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

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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