

REIDY RICHARD
Form 4
October 12, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
REIDY RICHARD

2. Issuer Name and Ticker or Trading Symbol
PROGRESS SOFTWARE CORP /MA [PRGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO.

(Last) (First) (Middle)
C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2011

BEDFORD, MA 01730

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 10/07/2011 | | S | | 23,085 D \$ 19.899 | 102,033 | D |
| Common Stock | 10/07/2011 | | M | | 27,499 A \$ 10.047 | 129,532 | D |
| Common Stock | 10/07/2011 | | S | | 27,499 D \$ 19.799 | 102,033 | D |
| Common Stock | 10/07/2011 | | M | | 47,500 A \$ 11.327 | 149,533 | D |
| Common Stock | 10/07/2011 | | S | | 47,500 D \$ 19.799 | 102,033 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 10/10/2011 | M | 8,749 | A | \$ 12.1 | 110,782 | D |
| Common Stock | 10/10/2011 | S | 8,749 | D | \$ 19.89 | 102,033 | D |
| Common Stock | 10/10/2011 | M | 43,750 | A | \$ 12.5 | 145,783 | D |
| Common Stock | 10/10/2011 | S | 43,750 | D | \$ 19.89 | 102,033 | D |
| Common Stock | 10/10/2011 | M | 8,751 | A | \$ 12.83 | 110,784 | D |
| Common Stock | 10/10/2011 | S | 8,751 | D | \$ 19.89 | 102,033 | D |
| Common Stock | 10/10/2011 | M | 9,108 | A | \$ 13.01 | 111,141 | D |
| Common Stock | 10/10/2011 | S | 9,108 | D | \$ 20.11 | 102,033 | D |
| Common Stock | 10/11/2011 | M | 89,892 | A | \$ 13.01 | 191,925 | D |
| Common Stock | 10/11/2011 | S | 89,892 | D | \$ 20.11 | 102,033 | D |

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

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(9-02)

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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 10.047 | 10/07/2011 | | M | 27,499 | <u>(1)</u> 02/23/2013 | Common Stock | 27,499 |
| Stock Option | \$ 11.327 | 10/07/2011 | | M | 47,500 | <u>(1)</u> 12/23/2013 | Common Stock | 47,500 |

| | | | | | | | | |
|--------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option | \$ 12.1 | 10/10/2011 | M | 8,749 | <u>(2)</u> | 05/23/2014 | Common Stock | 8,749 |
| Stock Option | \$ 12.5 | 10/10/2011 | M | 43,750 | <u>(2)</u> | 05/23/2014 | Common Stock | 43,750 |
| Stock Option | \$ 12.83 | 10/10/2011 | M | 8,751 | <u>(3)</u> | 09/26/2014 | Common Stock | 8,751 |
| Stock Option | \$ 13.01 | 10/10/2011 | M | 9,108 | <u>(4)</u> | 10/15/2015 | Common Stock | 9,108 |
| Stock Option | \$ 13.01 | 10/11/2011 | M | 89,892 | <u>(4)</u> | 10/15/2015 | Common Stock | 89,892 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REIDY RICHARD C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK BEDFORD, MA 01730 | X | | President and CEO. | |

Signatures

Stephen H. Faberman,
Attorney-in-Fact

10/12/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This stock option grant involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of two replacement options. The option was originally granted on February 24, 2003 and vested in 60 equal monthly increments of 833.3 shares commencing on March 1, 2003.

(2) This stock option grant involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of two replacement options. The option was originally granted on May 24, 2004 and vested in 60 equal monthly increments of 583.3 shares commencing on March 1, 2004.

(3) This stock option grant involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of two replacement options. The option was originally granted on September 27, 2004 and vested in 60 equal monthly increments of 583.3 shares commencing on March 1, 2004.

(4) Eight -sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2008.

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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