PROGRESS SOFTWARE CORP /MA

Form 3

February 01, 2016

FORM 3

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * Â Robinson Matt (Last) (First) (Middle) C/O PROGRESS SOFTWARE CORPORATION,Â 14 OAK PARK DRIVE (Street) BEDFORD,Â MAÂ 01730 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/28/2016	3. Issuer Name **and** Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) Chief Technical Officer	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)
Common Stock	5,466	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)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	5,000 (2)	$ (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	2,938 (4)	$ (3)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	3,999 (6)	$ (5)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	1,917	$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	3,315	$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	4,174	$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	21,545	$ (10)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	3,813	$ (11)	D	Â
Restricted Stock Units	Â (12)	Â (12)	Common Stock	24,781	$ (12)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Matt C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD,Â MAÂ 01730	Â	Â	Â Chief Technical Officer	Â

Signatures

Stephen H. Faberman, Attorney-In-Fact	02/01/2016
**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)	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, 2014, subject to the continued employment of the Reporting Person with Progress Software Corporation.
(2)	As of the date of this filing, 3,332 restricted stock units have vested.

(3) 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, 2014, subject to the continued employment of the Reporting Person with Progress Software Corporation

(4) As of the date of this filing, 1,468 restricted stock units have vested.

(5) 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, 2015, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(6) As of the date of this filing, 666 restricted stock units have vested.

(7) Represents restricted stock units acquired by the Reporting Person upon conversion of performance share units relating to FY15 performance 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. One-third of the restricted stock units vest on April 1, 2016, with the remaining restricted stock units vesting in four semiannual installments over two years, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(8) 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. The restricted stock units vest in six equal semiannual installments beginning on April 1, 2016, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(9) Represents restricted stock units acquired by the Reporting Person upon conversion of performance share units relating to FY15 performance 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. One-third of the restricted stock units vest on April 1, 2016, with the remaining restricted stock units vesting in four semiannual installments over two years, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(10) Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2017.

(11) 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. The restricted stock units vest in six equal semiannual installments beginning on October 1, 2016, subject to the continued employment of the Reporting Person with Progress Software Corporation.

(12) Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2018.

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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Explanation of Responses: 3