

PROGRESS SOFTWARE CORP /MA  
Form 4  
October 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Benedict Michael

(Last) (First) (Middle)

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Product Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 10/01/2016                           |  | M                              |   | 1,049 A <u>(1)</u>  | 38,585 <u>(2)</u>  | D                                 |
| Common Stock                    | 10/01/2016                           |  | F                              |   | 348 <u>(3)</u> D \$ 27.19   | 38,237   | D                                 |
| Common Stock                    | 10/01/2016                           |  | M                              |   | 905 A <u>(1)</u>  | 39,142   | D                                 |
| Common Stock                    | 10/01/2016                           |  | F                              |   | 300 <u>(4)</u> D \$ 27.19   | 388,842  | D                                 |
|                                 | 10/01/2016                           |  | M                              |   | 1,139 A <u>(1)</u>  | 39,981   | D                                 |

Common  
Stock

|                 |            |   |                    |   |             |        |   |
|-----------------|------------|---|--------------------|---|-------------|--------|---|
| Common<br>Stock | 10/01/2016 | F | 378 <sup>(5)</sup> | D | \$<br>27.19 | 39,603 | D |
| Common<br>Stock | 10/01/2016 | M | 508                | A | <u>(1)</u>  | 40,111 | D |
| Common<br>Stock | 10/01/2016 | F | 169 <sup>(6)</sup> | D | \$<br>27.19 | 39,942 | D |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Inst |  |
|---|--|---|---|--------------------------------------|---|--|---|---------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>   | 10/01/2016                              |   | M                                    | 1,049   | <u>(7)</u>   | <u>(7)</u>  | Common<br>Stock                 | 1,049                                  |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>   | 10/01/2016                              |   | M                                    | 905   | <u>(8)</u>   | <u>(8)</u>  | Common<br>Stock                 | 905                                    |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>   | 10/01/2016                              |   | M                                    | 1,139   | <u>(9)</u>   | <u>(9)</u>  | Common<br>Stock                 | 1,139                                  |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>   | 10/01/2016                              |   | M                                    | 508   | <u>(10)</u>  | <u>(10)</u>   | Common<br>Stock                 | 508                                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

Director 10% Owner Officer Other

Benedict Michael  
 C/O PROGRESS SOFTWARE CORPORATION  
 14 OAK PARK DRIVE  
 BEDFORD, MA 01730

Chief Product Officer

## Signatures

Stephen H. Faberman,  
 attorney-in-fact

10/04/2016

\_\_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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Includes 700 shares of common stock acquired through the Employee Stock Purchase Plan: 478 shares on March 31, 2016 and 222 shares on June 30, 2016.
- (3) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 13, 2014.
- (4) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 29, 2015.
- (5) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 29, 2015.
- (6) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 18, 2016.
- (7) On January 13, 2014, the Reporting Person was granted 6,295 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2014, subject to the continued employment of the Reporting Person with Issuer.
- (8) On January 29, 2015, the Reporting Person was granted 5,429 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2015, subject to the continued employment of the Reporting Person with Issuer.
- (9) Represents performance-based restricted stock units acquired by the Reporting Person based on Issuer performance in FY15. Each restricted stock unit vests in five installments, with one-third vesting on April 1, 2016 and the remaining restricted stock units vesting in four equal semi-annual installments, subject to the continued employment of the Reporting Person with Issuer.
- (10) On January 18, 2016, the Reporting Person was granted 3,050 restricted stock units, vesting in six equal semi-annual installments beginning on October 1, 2016, subject to the continued employment of the Reporting Person with Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.