

Goodson John
Form 3
November 22, 2010

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Goodson John | | (Month/Day/Year) | PROGRESS SOFTWARE CORP /MA [PRGS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 14 OAK PARK DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & Interim Chief Prod Off | |
| BEDFORD,Â MAÂ 01730 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 12,244 ⁽¹⁾ ⁽²⁾ | 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------|----------------------------|------------|--------------|------------------------|----------|-------------------|---|
| Employee Stock Option | 11/01/2005 | 11/14/2012 | Common Stock | 20,000 ⁽³⁾ | \$ 30.81 | D | Â |
| Employee Stock Option | 05/01/2006 ⁽⁴⁾ | 05/21/2013 | Common Stock | 12,500 ⁽⁵⁾ | \$ 23.07 | D | Â |
| Employee Stock Option | 09/01/2006 ⁽⁶⁾ | 09/19/2013 | Common Stock | 12,500 ⁽⁷⁾ | \$ 25.01 | D | Â |
| Employee Stock Option | 05/01/2004 ⁽⁸⁾ | 05/23/2014 | Common Stock | 14,333 ⁽⁹⁾ | \$ 18.75 | D | Â |
| Employee Stock Option | 05/01/2004 ⁽¹⁰⁾ | 09/26/2014 | Common Stock | 14,667 ⁽¹¹⁾ | \$ 21.45 | D | Â |
| Employee Stock Option | 04/01/2007 ⁽¹²⁾ | 04/25/2014 | Common Stock | 9,000 ⁽¹³⁾ | \$ 31.18 | D | Â |
| Employee Stock Option | 10/01/2007 ⁽¹⁴⁾ | 10/15/2014 | Common Stock | 9,000 ⁽¹⁵⁾ | \$ 32.25 | D | Â |
| Employee Stock Option | 04/01/2008 ⁽¹⁶⁾ | 04/23/2015 | Common Stock | 15,000 ⁽¹⁷⁾ | \$ 29.94 | D | Â |
| Employee Stock Option | 10/01/2008 ⁽¹⁸⁾ | 10/15/2015 | Common Stock | 25,000 ⁽¹⁹⁾ | \$ 19.51 | D | Â |
| Employee Stock Option | 05/01/2009 ⁽²⁰⁾ | 05/11/2016 | Common Stock | 12,000 ⁽²¹⁾ | \$ 22.01 | D | Â |
| Employee Stock Option | 10/01/2009 ⁽²²⁾ | 10/15/2016 | Common Stock | 12,000 ⁽²³⁾ | \$ 23.9 | D | Â |
| Employee Stock Option | 04/01/2010 ⁽²⁴⁾ | 04/26/2017 | Common Stock | 27,000 ⁽²⁵⁾ | \$ 31.98 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodson John 14 OAK PARK DRIVE BEDFORD, MA 01730 | Â | Â | Â SVP & Interim Chief Prod Off | Â |

Signatures

Stephen H. Faberman,
Attorney-In-Fact

11/22/2010

**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).

- 6,400 of these shares represent restricted stock units acquired by the reporting person on May 12, 2009 pursuant to the Issuer's 2008 Stock Option and Incentive Plan. 7,200 of these shares represent restricted stock units acquired by the reporting person on April 27, 2010 pursuant to the Issuer's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. These restricted stock units vest in six equal semiannual installments commencing on October 1, 2009 and October 1, 2010, respectively, subject to the continued employment of the reporting person with Issuer. As of the date of this filing, 4,399 of these restricted stock units have vested, 1,428 shares of which have been withheld by Issuer to pay tax withholding obligations of reporting person upon the vesting of these restricted stock units, leaving 2,971 of these shares vested and currently held by reporting person.
- (1) Also includes 72 shares acquired through the Issuer's Employee Stock Purchase Plan on September 30, 2010.
 - (2) As of the date of this filing, options to purchase 20,000 shares are vested.
 - (3) Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2006.
 - (4) As of the date of this filing, options to purchase 11,875 shares are vested.
 - (5) Seven-sixtieths (7/60) of the options were vested and exercisable on the grant date. The remaining options vested in 53 equal monthly increments commencing on October 1, 2006.
 - (6) As of the date of this filing, options to purchase 11,875 shares are vested.
 - (7) This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on May 24, 2004 with three-sixtieths (3/60) of the options vesting on the grant date and the remaining options vested in 57 equal monthly increments commencing on June 1, 2004.
 - (8) As of the date of this filing, these options are fully vested.
 - (9) This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on September 27, 2004 with three-sixtieths (3/60) of the options vesting on the grant date and the remaining options vested in 57 equal monthly increments commencing on June 1, 2004.
 - (10) As of the date of this filing, these options are fully vested.
 - (11) 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, 2007.
 - (12) As of the date of this filing, options to purchase 6,750 shares are vested.
 - (13) 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, 2007.
 - (14) As of the date of this filing, options to purchase 6,750 shares are vested.
 - (15) 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.
 - (16) As of the date of this filing, options to purchase 8,250 shares are vested.
 - (17) 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.
 - (18) As of the date of this filing, options to purchase 13,750 shares are vested.
 - (19) Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2009.
 - (20) As of the date of this filing, options to purchase 4,200 shares are vested.
 - (21) 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.
 - (22) As of the date of this filing, options to purchase 4,200 shares are vested.
 - (23)
 - (24)

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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, 2010.

(25) As of the date of this filing, options to purchase 4,050 shares are vested.

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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