

Murphy Anthony
Form 3
August 23, 2018

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)

1. Name and Address of Reporting Person *

Â Murphy Anthony
(Last) (First) (Middle)

C/O PROGRESS SOFTWARE CORPORATION,Â 14 OAK PARK DR.

(Street)

BEDFORD,Â MAÂ 01730

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/10/2018

3. Issuer Name and Ticker or Trading Symbol

PROGRESS SOFTWARE CORP /MA [PRGS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Chief Information Officer

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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	4,047	\$ (2)	D	Â
Employee Stock Options	Â (3)	06/30/2024	Common Stock	7,404	\$ 30.89	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	2,024	\$ (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,480	\$ (2)	D	Â
Employee Stock Options	Â (6)	01/11/2025	Common Stock	4,740	\$ 50.69	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	2,466	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Anthony C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DR. BEDFORD,Â MAA 01730	Â	Â	Â Chief Information Officer	Â

Signatures

Stephen H. Faberman,
Attorney-in-Fact

08/23/2018

__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 performance-based restricted stock units acquired by the Reporting Person pursuant to Progress Software Corporation's (the "Company's") 2008 Stock Option and Incentive Plan. The restricted stock units vest on February 1, 2020, subject to the Company meeting total shareholder return criteria over the three-year period ending November 30, 2019, and the continued employment of the Reporting Person with the Company.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) The stock options vest in eight equal semiannual installments beginning April 1, 2018, subject to the continued employment of the Reporting Person with the Company.

(4) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning April 1, 2018, subject to the continued employment of the Reporting Person with the Company.

(5) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2018, subject to the continued employment of the Reporting Person with the Company.

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- (6) The stock options vest in eight equal semiannual installments beginning October 1, 2018, subject to the continued employment of the Reporting Person with the Company.

Represents performance-based restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest on February 1, 2021, subject to the Company meeting total shareholder return and operating income criteria over the three-year period ending November 30, 2020, and the continued employment of the Reporting Person with the Company.

- (7)

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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