

PROGRESS SOFTWARE CORP /MA
 Form 4
 April 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Taslakov Dimitre

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Talent Officer

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

(Street)

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

BEDFORD, MA 01730

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2017		M		508 A \$ 0 ⁽¹⁾	40,554 ⁽²⁾	D
Common Stock	04/01/2017		F		192 ⁽³⁾ D \$ 29.12	40,362	D
Common Stock	04/01/2017		M		381 A \$ 0 ⁽¹⁾	40,743	D
Common Stock	04/01/2017		F		144 ⁽⁴⁾ D \$ 29.12	40,599	D

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- (1) Restricted stock units convert into common stock on a one-for-one basis.

Includes the withholding of 6,259 shares of common stock by Issuer to pay the tax withholding obligation of Reporting Person upon the vesting of restricted stock units on December 2, 2015 that was omitted from the Amount of Securities Beneficially Owned in the Form 3 filed on February 1, 2016.

- (3) Represents shares of common stock withheld by Issuer to pay the tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 18, 2016.

- (4) Represents shares of common stock withheld by Issuer to pay the tax withholding obligation of Reporting Person upon the vesting of performance-based restricted stock units granted to the Reporting Person on January 18, 2016.

- (5) 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.

On January 18, 2016 the Reporting Person was granted 4,575 performance-based restricted stock units vesting in five installments, with one-third of the restricted stock units vesting on April 1, 2017 and the remaining performance-based restricted stock units vesting in four equal semi-annual installments, subject to the continued employment of the Reporting Person with Issuer.

- (6) one-third of the restricted stock units vesting on April 1, 2017 and the remaining performance-based restricted stock units vesting in four equal semi-annual installments, 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.

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