

Andrews Joseph
Form 4
October 27, 2011

FORM 4

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

OMB APPROVAL

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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 *
Andrews Joseph

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Human Resources

(Last) (First) (Middle)

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2011

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 10/25/2011 | | M | | 2,605 | A | \$ 13.01 | 28,968 | D |
| Common Stock | 10/25/2011 | | S | | 2,605 | D | \$ 20.96 | 26,363 | D |
| Common Stock | 10/25/2011 | | M | | 1,898 | A | \$ 13.01 | 28,261 | D |
| Common Stock | 10/25/2011 | | S | | 1,898 | D | \$ 20.97 | 26,363 | D |
| | 10/25/2011 | | M | | 1,100 | A | \$ 13.01 | 27,463 | D |

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| | | | | | | | |
|---------------------------------------|------------|---|-------|---|---|--------|------------|
| Common Stock | | | | | | | |
| Common Stock | 10/25/2011 | S | 1,100 | D | \$ 20.99 | 26,363 | D |
| Common Stock | 10/25/2011 | M | 1,549 | A | \$ 13.01 | 27,912 | D |
| Common Stock | 10/25/2011 | S | 1,549 | D | \$ 21 | 26,363 | D |
| Common Stock | 10/25/2011 | M | 149 | A | \$ 13.01 | 26,512 | D |
| Common Stock | 10/25/2011 | S | 149 | D | \$ 21.02 | 26,363 | D |
| Common Stock | 10/25/2011 | M | 149 | A | \$ 13.01 in-fact for Phupinder S. Gill | | 07/19/2011 |
| **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) Shares of phantom stock acquired pursuant to the Nonqualified Deferred Compensation Plan have a 1-for-1 conversion ratio and are payable in cash upon distribution to the Participant in accordance with the terms of the Plan.

(2) Between April 20, 2011 and July 19, 2011, the Reporting Person acquired 1 share of First Midwest Bancorp, Inc. Common Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Deferred Compensation Plan. The information in this report is based on a plan statement dated July 12, 2011.

(3) Between April 20, 2011 and July 19, 2011, the Reporting Person acquired 826 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Non-Qualified Deferred Compensation Plan. The information in this report is based on a plan statement dated July 15, 2011.

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.