

EGAN JOHN R
Form 4
October 03, 2018

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 *
EGAN JOHN R

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)
10/01/2018

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

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				(A) or (D)	Price
Common Stock	10/01/2018		M			4,521	A	\$ 20.73	58,079	D	
Common Stock	10/01/2018		F			2,624 (1)	D	\$ 35.7226	55,455	D	
Common Stock	10/01/2018		M			27,125	A	\$ 20.73	82,580	D	
Common Stock	10/01/2018		F			15,741 (1)	D	\$ 35.7226	66,839	D	
Common Stock	10/01/2018		M			18,484	A	\$ 19.93	85,323	D	

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Common Stock	10/01/2018	F	<u>10,312</u> (1)	D	\$ 35.7226	75,011	D
Common Stock	10/01/2018	M	8,210	A	\$ 21.46	83,221	D
Common Stock	10/01/2018	F	<u>4,932</u> (1)	D	\$ 35.7226	78,289	D
Common Stock	10/01/2018	M	8,403	A	\$ 21.8	86,692	D
Common Stock	10/01/2018	F	<u>5,128</u> (1)	D	\$ 35.7226	81,564	D
Common Stock	10/01/2018	M	5,889	A	\$ 25.76	87,453	D
Common Stock	10/01/2018	F	<u>4,247</u> (1)	D	\$ 35.7226	83,206	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 20.73	10/01/2018		M	4,521	10/01/2011	10/14/2018	Common Stock	4,521
Stock Options	\$ 20.73	10/01/2018		M	27,125	<u>(2)</u>	10/14/2018	Common Stock	27,125
Stock Options	\$ 19.93	10/01/2018		M	18,484	12/01/2012	05/28/2019	Common Stock	18,484
Stock Options	\$ 21.46	10/01/2018		M	8,210	12/01/2013	04/08/2020	Common Stock	8,210
Stock Options	\$ 21.8	10/01/2018		M	8,403	12/01/2014	03/30/2021	Common Stock	8,403

Stock Option	\$ 25.76	10/01/2018		M	5,889	12/01/2015	04/05/2022	Common Stock	5,889
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGAN JOHN R 14 OAK PARK DRIVE BEDFORD, MA 01730		X		

Signatures

Stephen H. Faberman, Attorney-in-Fact	10/03/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Represents shares of common stock withheld by Progress Software Corporation to pay the option exercise price in connection with the exercise of options by the Reporting Person on October 1, 2018.
 - (2) 1131 options vested on October 1, 2011. The remainder of the options vested on August 1, 2015.

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.