

PROGRESS SOFTWARE CORP /MA
 Form 3
 February 01, 2016

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 * Â Tasklavkov Dimitre (Last) (First) (Middle) C/O PROGRESS SOFTWARE CORPORATION,Â 14 OAK PARK DRIVE (Street) BEDFORD,Â MAÂ 01730 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/28/2016	3. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Talent Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	19,802 ⁽¹⁾	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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	57,775 (3)	\$ (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	21,327	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	3,050	\$ (5)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	20,969	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tasklakov Dimitre C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD, MA 01730	Â	Â	Â Chief Talent Officer	Â

Signatures

Stephen H. Faberman, Attorney-In-Fact 02/01/2016

__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) Includes 544 shares of common stock acquired through the Employee Stock Purchase Plan.
Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock. One-third of the restricted stock units vested on December 2, 2015, with the remaining restricted stock units vesting on December 2, 2016, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (3) As of the date of this filing, 19,258 restricted stock units have vested.
Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a
- (4) three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2017.
Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in six equal semiannual installments beginning on October 1, 2016, subject to the continued employment of the Reporting Person with Progress Software Corporation.
Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a
- (6) three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2018.

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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