

Goodson John
 Form 4
 January 15, 2010

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 *
 Goodson John

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)
 VP & General Mgr. DataDirect

(Last) (First) (Middle)
 C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 01/12/2010

(Street)
 BEDFORD, MA 01730

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

(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 | | 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 | 01/12/2010 | | M | | 5,333 | A | \$ 18.75 | 13,671 | D | |
| Common Stock | 01/12/2010 | | S | | 5,333 | D | \$ 29.6367 | 8,338 | D | |
| Common Stock | 01/12/2010 | | M | | 1,000 | A | \$ 21.45 | 9,338 | D | |
| Common Stock | 01/12/2010 | | S | | 1,000 | D | \$ 29.6367 | 8,338 | D | |
| | 01/12/2010 | | M | | 7,367 | A | \$ 19.51 | 15,705 | D | |

Common
Stock

Common Stock 01/12/2010 S 7,367 D \$ 29.6367 8,338 D

Common Stock 01/12/2010 S 957 D \$ 29.64 7,381 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 18.75 | 01/12/2010 | | M | 5,333 | <u>(1)</u> 05/23/2014 | Common Stock | 5,333 |
| Employee Stock Option | \$ 21.45 | 01/12/2010 | | M | 1,000 | <u>(2)</u> 09/26/2014 | Common Stock | 1,000 |
| Employee Stock Option | \$ 19.51 | 01/12/2010 | | M | 7,367 | <u>(3)</u> 10/14/2015 | Common Stock | 7,367 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goodson John
C/O PROGRESS SOFTWARE CORPORATION
14 OAK PARK DRIVE
BEDFORD, MA 01730

VP & General Mgr. DataDirect

Signatures

Stephen H. Faberman,
Attorney-In-Fact

01/15/2010

__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) The Option was originally granted on May 24, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
- (2) The option was originally granted on September 27, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
- (3) The option was originally granted on October 15, 2008, with eight-sixtieths of this option vested and the remaining options vest in 52 equal monthly increments commencing on November 1, 2008.

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.