DACIER PAUL T

Form 4

April 16, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person * DACIER PAUL T	2. Issuer Name **and** Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle) C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DR.	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2017	
(Street) BEDFORD, MA 01730	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 (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)	Price			
Common Stock	06/30/2017		A		3,238 (1)	A	$ 30.89	3,238	D	
Common Stock	06/30/2017		A		9,712 (2)	A	$ 30.89	12,950	D	
Common Stock	04/02/2018		A		2,688 (3)	A	$ 37.21	15,638	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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DACIER PAUL T C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DR. BEDFORD, MA 01730	X			

Signatures

Stephen Faberman, Attorney-in-Fact	04/16/2018
**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)	Represents deferred stock units acquired by Reporting Person as the equity retainer for the period from June 2017 to December 2017. These deferred stock units were issued in accordance with Issuer's 2017 Director Compensation Plan pursuant to Issuer's 2008 Stock Option and Incentive Plan and are payable on a one for one basis exclusively in common stock when Reporting Person ceases to provide services to Issuer as a director or upon a change in control of Issuer. The deferred stock units will vest on the date of the 2018 Annual Meeting of Stockholders, subject to Reporting Person's continued service on the Board of Directors until such date.
(2)	Represents deferred stock units acquired by Reporting Person as an Initial Director Grant in connection with his appointment to Issuer's Board of Directors. These deferred stock units were issued in accordance with Issuer's 2017 Director Compensation Plan pursuant to Issuer's 2008 Stock Option and Incentive Plan and are payable on a one for one basis exclusively in common stock when Reporting Person ceases to provide services to Issuer as a director or upon a change in control of Issuer. The deferred stock units will vest in 60 equal monthly installments commencing on July 1, 2017, subject to Reporting Person's continued service on the Board of Directors until each such date.

(3) Represents deferred stock units acquired by Reporting Person as the equity retainer for the period from December 2017 until the date of Issuer's 2018 Annual Meeting of Stockholders. These deferred stock units were issued in accordance with Issuer's 2017 Director Compensation Plan pursuant to Issuer's 2008 Stock Option and Incentive Plan and are payable on a one for one basis exclusively in common stock when Reporting Person ceases to provide services to Issuer as a director or upon a change in control of Issuer. The deferred stock units will vest on the date of the 2018 Annual Meeting of Stockholders, subject to Reporting Person's continued service on the Board of Directors until such date.

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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