

PROGRESS SOFTWARE CORP /MA

Form 4

July 07, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCGREGOR SCOTT A

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)

14 OAK PARK

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/05/2005

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

BEDFORD, MA 01730

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 07/05/2005                              |                                                             | M                                    |                                                                         | 38,181                                                                                                             | A                                                                       | \$ 7.2084 50,181                                                  |
| Common<br>Stock                       | 07/05/2005                              |                                                             | S                                    |                                                                         | 38,181                                                                                                             | D                                                                       | \$ 30.49 12,000                                                   |
| Common<br>Stock                       | 07/06/2005                              |                                                             | M                                    |                                                                         | 8,519                                                                                                              | A                                                                       | \$ 7.2084 20,519                                                  |
| Common<br>Stock                       | 07/06/2005                              |                                                             | S                                    |                                                                         | 6,700                                                                                                              | D                                                                       | \$ 30.5504 13,819                                                 |
| Common<br>Stock                       | 07/06/2005                              |                                                             | S                                    |                                                                         | 1,819                                                                                                              | D                                                                       | \$ 30.49 12,000                                                   |

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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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Nonqualified<br>Stock<br>Options                    | \$ 7.2084                                                             | 07/05/2005                              |                                                             | D                                       | 38,181                                                                                                       | 02/03/1998 <sup>(1)</sup> 02/01/2008                           | Common<br>Stock                                                |
| Nonqualified<br>Stock<br>Options                    | \$ 7.2084                                                             | 07/06/2005                              |                                                             | D                                       | 8,519                                                                                                        | 02/03/1998 <sup>(1)</sup> 02/01/2008                           | Common<br>Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|------------------------------------------------------|---------------|-----------|---------|-------|
|                                                      | Director      | 10% Owner | Officer | Other |
| MCGREGOR SCOTT A<br>14 OAK PARK<br>BEDFORD, MA 01730 |               | X         |         |       |

## Signatures

Scott A.  
McGregor

07/07/2005

\*\*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 options vest in equal monthly increments over a 72 month period, commencing March 2, 1998.

(2) As of July 7, 2005, options to purchase all shares were vested.

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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