

PROGRESS SOFTWARE CORP /MA

Form 4

October 13, 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 *
HEINEN ROGER J JR

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)
10/11/2005

☒ 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 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/11/2005		M		5,000	A	\$ 12.8125	5,000 D
Common Stock	10/11/2005		S		5,000	D	\$ 30.488	0 D
Common Stock	10/11/2005		M		5,000	A	\$ 13.084	5,000 D
Common Stock	10/11/2005		S		5,000	D	\$ 30.488	0 D
Common Stock	10/11/2005		M		9,000	A	\$ 13.24	9,000 D

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Common Stock	10/11/2005	S	9,000	D	\$ 30.488	0	D
Common Stock	10/12/2005	M	7,000	A	\$ 13.24	7,000	D
Common Stock	10/12/2005	S	7,000	D	\$ 30.2457	0	D
Common Stock	10/12/2005	M	8,000	A	\$ 15.07	8,000	D
Common Stock	10/12/2005	S	8,000	D	\$ 30.2457	0	D
Common Stock	10/12/2005	M	4,000	A	\$ 18.15	4,000	D
Common Stock	10/12/2005	S	4,000	D	\$ 30.2457	0	D
Common Stock	10/13/2005	M	7,500	A	\$ 18.15	7,500	D
Common Stock	10/13/2005	S	7,500	D	\$ 29.911	0	D
Common Stock	10/13/2005	M	11,500	A	\$ 19.25	11,500	D
Common Stock	10/13/2005	S	11,500	D	\$ 29.911	0	D
Common Stock	10/13/2005	M	9,000	A	\$ 21.86	9,000	D

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

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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 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 Underlying (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock	\$ 12.8125	10/11/2005		M			5,000	04/03/2001 ⁽¹⁾	04/02/2011	Common Stock

Options

Nonqualified Stock Options	\$ 13.084	10/11/2005	M	5,000	10/10/2001 ⁽¹⁾	10/09/2011	Common Stock
Nonqualified Stock Options	\$ 13.24	10/11/2005	M	9,000	08/02/2002 ⁽¹⁾	08/01/2012	Common Stock
Nonqualified Stock Options	\$ 13.24	10/12/2005	M	7,000	08/02/2002 ⁽¹⁾	08/01/2012	Common Stock
Nonqualified Stock Options	\$ 15.07	10/12/2005	M	8,000	02/24/2003 ⁽¹⁾	02/23/2013	Common Stock
Nonqualified Stock Options	\$ 18.15	10/12/2005	M	4,000	05/24/2004 ⁽¹⁾	05/23/2014	Common Stock
Nonqualified Stock Options	\$ 18.15	10/13/2005	M	7,500	05/24/2004 ⁽¹⁾	05/23/2014	Common Stock
Nonqualified Stock Options	\$ 19.25	10/13/2005	M	11,500	09/27/2004 ⁽¹⁾	09/26/2014	Common Stock
Nonqualified Stock Options	\$ 21.86	10/13/2005	M	9,000	11/11/2003 ⁽¹⁾	11/10/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINEN ROGER J JR 14 OAK PARK BEDFORD, MA 01730	X			

Signatures

Roger J. Heinen 10/13/2005

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 were fully vested and exercisable as of the date of grant.

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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