

PROGRESS SOFTWARE CORP /MA
Form 4
October 11, 2005

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 *
FREEDMAN JAMES

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)
10/06/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/06/2005		M		1,063 A \$ 12.8125	9,063	D
Common Stock	10/06/2005		S		1,063 D \$ 30.92	8,000	D
Common Stock	10/06/2005		M		1,083 A \$ 13.084	9,083	D
Common Stock	10/06/2005		S		1,083 D \$ 30.92	8,000	D
Common Stock	10/06/2005		M		2,500 A \$ 13.24	10,500	D

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Common Stock	10/06/2005	S	2,500	D	\$ 30.92	8,000	D
Common Stock	10/06/2005	M	3,000	A	\$ 15.07	11,000	D
Common Stock	10/06/2005	S	3,000	D	\$ 30.92	8,000	D
Common Stock	10/06/2005	S	3,400	D	\$ 30.89	4,600	D

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

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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 Security (Instr. 3 and 4)	Am or Nur of Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Nonqualified Stock Options	\$ 12.8125	10/06/2005		M	1,063	04/03/2001 ⁽¹⁾	04/02/2011	Common Stock	1,063
Nonqualified Stock Options	\$ 13.084	10/06/2005		M	1,083	10/10/2001 ⁽³⁾	10/09/2011	Common Stock	1,083
Nonqualified Stock Options	\$ 13.24	10/06/2005		M	2,500	08/02/2002 ⁽⁴⁾	08/01/2012	Common Stock	2,500
Nonqualified Stock Options	\$ 15.07	10/06/2005		M	3,000	03/01/2003 ⁽⁵⁾	02/23/2013	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

FREEDMAN JAMES
14 OAK PARK
BEDFORD, MA 01730

Senior VP & General Counsel

Signatures

James D.
Freedman 10/11/2005

__Signature of Date
Reporting Person

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) Two sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
 - (2) As of October 11, 2005, options to purchase 0 shares were vested.
 - (3) Eight sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2001.
 - (4) Six sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
 - (5) The option vests in equal monthly increments over a 60 month period commencing March 1, 2003.

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.