

PROGRESS SOFTWARE CORP /MA
 Form 4
 May 05, 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)
05/03/2005

____ 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 | 05/03/2005 | | S | | 2,003 | D | \$ 25.63 5,470 ⁽¹⁾ |
| Common Stock | 05/03/2005 | | M | | 1,245 | A | \$ 12.0625 6,715 |
| Common Stock | 05/03/2005 | | M | | 3,190 | A | \$ 12.8125 9,905 |
| Common Stock | 05/03/2005 | | M | | 14,845 | A | \$ 13.084 24,750 |
| Common Stock | 05/03/2005 | | M | | 12,250 | A | \$ 13.24 37,000 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 05/03/2005 | S | 4,435 | D | \$ 25.4633 | 32,565 | D |
| Common Stock | 05/03/2005 | S | 5,000 | D | \$ 25.4594 | 27,565 | D |
| Common Stock | 05/03/2005 | S | 5,000 | D | \$ 25.5389 | 22,565 | D |
| Common Stock | 05/03/2005 | S | 4,845 | D | \$ 25.55 | 17,720 | D |
| Common Stock | 05/03/2005 | S | 6,000 | D | \$ 25.5 | 11,720 | D |
| Common Stock | 05/03/2005 | S | 6,250 | D | \$ 25.99 | 5,470 | D |
| Common Stock | 05/04/2005 | M | 6,250 | A | \$ 13.24 | 11,720 | D |
| Common Stock | 05/04/2005 | S | 6,250 | D | \$ 26.11 | 5,470 | 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Nonqualified Stock Options | \$ 12.0625 | 05/03/2005 | | M | 1,245 | 10/06/2000 ⁽²⁾ | 10/06/2010 | Common Stock |
| Nonqualified Stock Options | \$ 12.8125 | 05/03/2005 | | M | 3,190 | 04/03/2001 ⁽⁴⁾ | 04/02/2011 | Common Stock |
| Nonqualified Stock Options | \$ 13.084 | 05/03/2005 | | M | 14,845 | 10/10/2001 ⁽⁵⁾ | 10/09/2011 | Common Stock |

| | | | | | | | | |
|----------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|---|
| Nonqualified Stock Options | \$ 13.24 | 05/03/2005 | M | 12,250 | 08/02/2002 ⁽⁶⁾ | 08/01/2012 | Common Stock | 1 |
| Nonqualified Stock Options | \$ 13.24 | 05/04/2005 | M | 6,250 | 08/02/2002 ⁽⁶⁾ | 08/01/2012 | Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREEDMAN JAMES 14 OAK PARK BEDFORD, MA 01730 | | | Senior VP & General Counsel | |

Signatures

James D.
Freedman

05/05/2005

**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) Includes a purchase made pursuant to the Employee Stock Purchase Plan of 1,070 shares on April 1, 2005.
- (2) Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2000.
- (3) As of May 5, 2005, options to purchase all shares were vested.
- (4) Two-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
- (5) Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2001.
- (6) Six-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
- (7) As of May 5, 2005, options to purchase 34,500 shares were vested.
- (8) As of May 5, 2005, options to purchase 28,250 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. 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.