

PROGRESS SOFTWARE CORP /MA

Form 4

April 17, 2006

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

OMB
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(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)
04/13/2006

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

BEDFORD, MA 01730

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/13/2006		M		2,500	A	\$ 13.24
							7,100
							D
Common Stock	04/13/2006		S		2,500	D	\$ 28.27
							4,600
							D
Common Stock	04/13/2006		M		3,750	A	\$ 15.07
							8,350
							D
Common Stock	04/13/2006		S		3,750	D	\$ 28.27
							4,600
							D
Common Stock	04/13/2006		M		1,250	A	\$ 18.15
							5,850
							D

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Common Stock 04/13/2006 S 1,250 D \$ 28.27 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)	8. Amount or Number of Shares
Nonqualified Stock Options	\$ 13.24	04/13/2006		M	2,500	08/02/2002 ⁽¹⁾ 08/01/2012	Common Stock	2,500
Nonqualified Stock Options	\$ 15.07	04/13/2006		M	3,750	02/24/2003 ⁽²⁾ 02/23/2013	Common Stock	3,750
Nonqualified Stock Options	\$ 18.15	04/13/2006		M	1,250	05/24/2004 ⁽³⁾ 05/23/2014	Common Stock	1,250

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 04/17/2006

**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) 6/60ths 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.
- (2) The option vests in 60 equal monthly increments commencing on March 1, 2003.
- (3) 3/60ths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 57 month period commencing June 1, 2004.
- (4) As of April 13, 2006, 2,500 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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