

PROGRESS SOFTWARE CORP /MA

Form 4

October 11, 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 *
ROBERTSON NORMAN R

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
____X____ Officer (give title below) ____ Other (specify below)
Senior VP, Finance and CFO

BEDFORD, MA 01730

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/06/2005		M		5,000	A	\$ 13.084	10,940 D
Common Stock	10/06/2005		S		5,000	D	\$ 31.3	5,940 D
Common Stock	10/06/2005		M		394	A	\$ 13.24	6,334 D
Common Stock	10/06/2005		S		394	D	\$ 31.3	5,940 D
Common Stock	10/07/2005		M		10,000	A	\$ 13.084	15,940 D

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Common Stock 10/07/2005 S 10,000 D \$ 31.3 5,940 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonqualified Stock Options	\$ 13.084	10/06/2005		M	5,000	10/10/2001 ⁽¹⁾ 10/09/2011	Common Stock
Nonqualified Stock Options	\$ 13.24	10/06/2005		M	394	08/02/2002 ⁽³⁾ 08/01/2012	Common Stock
Nonqualified Stock Options	\$ 13.084	10/07/2005		M	10,000	10/10/2001 ⁽¹⁾ 10/09/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
ROBERTSON NORMAN R 14 OAK PARK BEDFORD, MA 01730	Director 10% Owner Officer Other Senior VP, Finance and CFO

Signatures

Norman R. Robertson 10/11/2005

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) 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.
- (2) As of October 6, 2005, options to purchase 11,667 were vested
- (3) 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.
- (4) As of October 6, 2005, options to purchase 72793 were vested
- (5) As of October 7, 2005, options to purchase 6667 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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