

PROGRESS SOFTWARE CORP /MA
 Form 4
 July 12, 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 *
 IRELAND DAVID G

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)
 07/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, OpenEdge Division

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 (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	07/08/2005		M		46,250	A	\$ 12.8125	63,966	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/08/2005		M		20,000	A	\$ 13.084	83,966	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/08/2005		S		10,000	D	\$ 30.685	73,966	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/08/2005		S		10,000	D	\$ 30.78	63,966	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/08/2005		S		10,000	D	\$ 30.73	53,966	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	07/08/2005	S	10,000	D	\$ 30.75	43,966	D
Common Stock	07/08/2005	S	6,250	D	\$ 30.76	37,716	D
Common Stock	07/08/2005	S	20,000	D	\$ 30.74	17,716	D
Common Stock	07/11/2005	M	10,000	A	\$ 13.084	27,716	D
Common Stock	07/11/2005	S	10,000	D	\$ 31.4551	17,716	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	Amount or Number of
Nonqualified Stock Options	\$ 12.8125	07/08/2005		M	46,250	04/03/2001 ⁽¹⁾	04/02/2011	Common Stock	4
Nonqualified Stock Options	\$ 13.084	07/08/2005		M	20,000	10/10/2001 ⁽³⁾	10/09/2011	Common Stock	2
Nonqualified Stock Options	\$ 13.084	07/11/2005		M	10,000	10/10/2001 ⁽³⁾	10/09/2011	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

IRELAND DAVID G
14 OAK PARK
BEDFORD, MA 01730

President, OpenEdge Division

Signatures

David G. Ireland 07/12/2005

 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) 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.
- (2) As of July 12, 2005, options to purchase zero shares were vested.
- (3) 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.
- (4) As of July 8, 2005, options to purchase 46,250 shares were vested.
- (5) As of July 11, 2005, options to purchase 36,250 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.