

PROGRESS SOFTWARE CORP /MA

Form 4

August 03, 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 *
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)
08/01/2005

____ 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)
Common Stock	08/01/2005		M	532 A	\$ 12.81	8,532	D
Common Stock	08/01/2005		S	532 D	\$ 31.31	8,000	D
Common Stock	08/01/2005		M	542 A	\$ 13.08	8,542	D
Common Stock	08/01/2005		S	542 D	\$ 31.31	8,000	D
Common Stock	08/01/2005		M	1,250 A	\$ 13.24	9,250	D

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Common Stock	08/01/2005	S	1,250	D	\$ 31.31	8,000	D
Common Stock	08/01/2005	M	5,000	A	\$ 15.07	13,000	D
Common Stock	08/01/2005	S	5,000	D	\$ 31.31	8,000	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 Shares
Nonqualified Stock Options	\$ 12.81	08/01/2005		M	532	04/03/2001 ⁽¹⁾ 04/02/2011	Common Stock 5
Nonqualified Stock Options	\$ 13.08	08/01/2005		M	542	10/10/2001 ⁽³⁾ 10/09/2011	Common Stock 5
Nonqualified Stock Options	\$ 13.24	08/01/2005		M	1,250	08/02/2002 ⁽⁴⁾ 08/01/2012	Common Stock 1,
Nonqualified Stock Options	\$ 15.07	08/01/2005		M	5,000	03/01/2003 ⁽⁵⁾ 02/23/2013	Common Stock 5,

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

08/03/2005

 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 August 3, 2005, options to purchase 0 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) 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.
 - (5) The option vests in equal monthly increments over a 60 month period commencing March 1,2003.
 - (6) As of August 3, 2005, options to purchase 13,000 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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