

PROGRESS SOFTWARE CORP /MA

Form 4

December 20, 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 *
BENTON DAVID H JR

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)
12/18/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP and Corporate Controller

BEDFORD, MA 01730

(City) (State) (Zip)

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

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)
Common Stock			Code	V Amount (D) Price	15,270	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.25	12/18/2006		D ⁽¹⁾			15,000	⁽¹⁾	02/18/2010	Common Stock	15,000
Stock Option (right to buy)	\$ 23	12/18/2006		A ⁽¹⁾		15,000		⁽¹⁾	02/18/2010	Common Stock	15,000
Stock Option (right to buy)	\$ 13.084	12/18/2006		D ⁽²⁾			25,000	⁽²⁾	10/09/2011	Common Stock	25,000
Stock Option (right to buy)	\$ 17.424	12/18/2006		A ⁽²⁾		25,000		⁽²⁾	10/09/2011	Common Stock	25,000
Stock Option (right to buy)	\$ 13.24	12/18/2006		D ⁽³⁾			50,000	⁽³⁾	08/01/2012	Common Stock	50,000
Stock Option (right to buy)	\$ 13.5	12/18/2006		A ⁽³⁾		50,000		⁽³⁾	08/01/2012	Common Stock	50,000
Stock Option (right to buy)	\$ 15.07	12/18/2006		D ⁽⁴⁾			25,000	⁽⁴⁾	02/23/2013	Common Stock	25,000
Stock Option (right to buy)	\$ 16.99	12/18/2006		A ⁽⁴⁾		25,000		⁽⁴⁾	02/23/2013	Common Stock	25,000
Stock Option (right to buy)	\$ 18.15	12/18/2006		D ⁽⁵⁾			17,500	⁽⁵⁾	05/23/2014	Common Stock	17,500
	\$ 18.75	12/18/2006		A ⁽⁵⁾		17,500		⁽⁵⁾	05/23/2014		17,500

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 19.25	12/18/2006	D ⁽⁶⁾	17,500	⁽⁶⁾	09/26/2014	Common Stock	17,500	
Stock Option (right to buy)	\$ 21.45	12/18/2006	A ⁽⁶⁾	17,500	⁽⁶⁾	09/26/2014	Common Stock	17,500	
Stock Option (right to buy)	\$ 21.86				⁽⁷⁾	11/10/2013	Common Stock	25,000	
Stock Option (right to buy)	\$ 30.81				⁽⁸⁾	11/14/2012	Common Stock	14,000	
Stock Option (right to buy)	\$ 30.81				⁽⁸⁾	11/14/2012	Common Stock	6,000	
Stock Option (right to buy)	\$ 23.07				⁽⁹⁾	05/21/2013	Common Stock	10,000	
Stock Option (right to buy)	\$ 25.01				⁽⁹⁾	09/19/2013	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTON DAVID H JR 14 OAK PARK BEDFORD, MA 01730			VP and Corporate Controller	

Signatures

/s/ David H.
Benton, Jr. 12/19/2006
Date

**Signature of Reporting
Person

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).
 - These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 18, 2000 and vested in 60 equal monthly increments commencing on March 1, 2000.
 - These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on October 10, 2001 and vested in 60 equal monthly increments commencing on March 1, 2001.
 - These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on August 2, 2002 and vests in 60 equal monthly increments commencing on March 1, 2002.
 - These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 24, 2003 and vests in 60 equal monthly increments commencing on March 1, 2003.
 - These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on May 24, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
 - These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on September 27, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
 - (7) The option vests in 60 equal monthly increments commencing on March 1, 2003.
 - (8) The option vests in 60 equal monthly increments commencing on March 1, 2005.
 - (9) The option vests in 60 equal monthly increments commencing on March 1, 2006.

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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