PROGRESS SOFTWARE CORP /MA

Form 4

November 02, 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	
OMB Number:	3235-0287
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(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)	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2005	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President, OpenEdge Division
14 OAK PARK		
(Street)	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
BEDFORD, MA 01730		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/31/2005		M		3,750	A	$ 12.8125	23,986	D	
Common Stock	10/31/2005		S		3,750	D	$ 31.6609	20,236	D	
Common Stock	10/31/2005		M		3,750	A	$ 13.084	23,986	D	
Common Stock	10/31/2005		S		3,750	D	$ 31.6609	20,236	D	
Common Stock	10/31/2005		M		2,200	A	$ 15.07	22,436	D	

Common Stock	10/31/2005		S	2,200	D	$ 31.71	20,236	D
Common Stock	10/31/2005		M	10,000	A	$ 13.24	30,236	D
Common Stock	10/31/2005		S	10,000	D	$ 31.5707	20,236	D
Common Stock	11/02/2005		M	1,250	A	$ 12.8125	21,486	D
Common Stock	11/02/2005		S	1,250	D	$ 31.26	20,236	D
Common Stock	11/02/2005		M	1,250	A	$ 13.084	21,486	D
Common Stock	11/02/2005		S	1,250	D	$ 31.26	20,236	D
Common Stock	11/02/2005		M	2,850	A	$ 13.24	23,086	D
Common Stock	11/02/2005		S	2,850	D	$ 31.26	20,236	D
Common Stock	11/02/2005		M	1,250	A	$ 15.07	21,486	D
Common Stock	11/02/2005		S	1,250	D	$ 31.26	20,236	D
Common Stock	11/02/2005		M	500	A	$ 15.07	20,736	D
Common Stock	11/02/2005		S	500	D	$ 31.31	20,236	D

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

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 Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Title

						Expiration Date			A... or N... of
Nonqualified Stock Options	$ 12.8125	10/31/2005		M	3,750	04/03/2001[(1)]	04/02/2011	Common Stock	3...
Nonqualified Stock Options	$ 13.084	10/31/2005		M	3,750	10/10/2001[(3)]	10/09/2011	Common Stock	3...
Nonqualified Stock Options	$ 13.24	10/31/2005		M	10,000	08/02/2002[(4)]	08/01/2012	Common Stock	1...
Nonqualified Stock Options	$ 15.07	10/31/2005		M	2,200	02/24/2003[(5)]	02/23/2013	Common Stock	2...
Nonqualified Stock Options	$ 12.8125	11/02/2005		M	1,250	04/03/2001[(1)]	04/02/2011	Common Stock	1...
Nonqualified Stock Options	$ 13.084	11/02/2005		M	1,250	10/10/2001[(3)]	10/09/2011	Common Stock	1...
Nonqualified Stock Options	$ 13.24	11/02/2005		M	2,850	08/02/2002[(4)]	08/01/2012	Common Stock	2...
Nonqualified Stock Options	$ 15.07	11/02/2005		M	1,750	02/24/2003[(5)]	02/23/2013	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	11/02/2005
**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 the grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.

(2) As of 11/02/05, options to purchase 0 were vested.

(3) 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.

(4) 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.

(5) The option vests in equal monthly increments over a 60 month period commencing March 1, 2003.

(6) As of 11/02/05, options to purchase 37,300 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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Explanation of Responses: 4