

PROGRESS SOFTWARE CORP /MA
 Form 4
 October 13, 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 *
 HEINEN ROGER J 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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/11/2005

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

14 OAK PARK

(Street)

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

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	10/11/2005		M			5,000	\$ 12.8125	5,000	D	
Common Stock	10/11/2005		S			5,000	\$ 30.488	0	D	
Common Stock	10/11/2005		M			5,000	\$ 13.084	5,000	D	
Common Stock	10/11/2005		S			5,000	\$ 30.488	0	D	
Common Stock	10/11/2005		M			9,000	\$ 13.24	9,000	D	

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Common Stock	10/11/2005	S	9,000	D	\$ 30.488	0	D
Common Stock	10/12/2005	M	7,000	A	\$ 13.24	7,000	D
Common Stock	10/12/2005	S	7,000	D	\$ 30.2457	0	D
Common Stock	10/12/2005	M	8,000	A	\$ 15.07	8,000	D
Common Stock	10/12/2005	S	8,000	D	\$ 30.2457	0	D
Common Stock	10/12/2005	M	4,000	A	\$ 18.15	4,000	D
Common Stock	10/12/2005	S	4,000	D	\$ 30.2457	0	D
Common Stock	10/13/2005	M	7,500	A	\$ 18.15	7,500	D
Common Stock	10/13/2005	S	7,500	D	\$ 29.911	0	D
Common Stock	10/13/2005	M	11,500	A	\$ 19.25	11,500	D
Common Stock	10/13/2005	S	11,500	D	\$ 29.911	0	D
Common Stock	10/13/2005	M	9,000	A	\$ 21.86	9,000	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock	\$ 12.8125	10/11/2005		M	5,000	04/03/2001 ⁽¹⁾	04/02/2011	Common Stock

Options

Nonqualified Stock Options	\$ 13.084	10/11/2005	M	5,000	10/10/2001 ⁽¹⁾	10/09/2011	Common Stock
Nonqualified Stock Options	\$ 13.24	10/11/2005	M	9,000	08/02/2002 ⁽¹⁾	08/01/2012	Common Stock
Nonqualified Stock Options	\$ 13.24	10/12/2005	M	7,000	08/02/2002 ⁽¹⁾	08/01/2012	Common Stock
Nonqualified Stock Options	\$ 15.07	10/12/2005	M	8,000	02/24/2003 ⁽¹⁾	02/23/2013	Common Stock
Nonqualified Stock Options	\$ 18.15	10/12/2005	M	4,000	05/24/2004 ⁽¹⁾	05/23/2014	Common Stock
Nonqualified Stock Options	\$ 18.15	10/13/2005	M	7,500	05/24/2004 ⁽¹⁾	05/23/2014	Common Stock
Nonqualified Stock Options	\$ 19.25	10/13/2005	M	11,500	09/27/2004 ⁽¹⁾	09/26/2014	Common Stock
Nonqualified Stock Options	\$ 21.86	10/13/2005	M	9,000	11/11/2003 ⁽¹⁾	11/10/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINEN ROGER J JR 14 OAK PARK BEDFORD, MA 01730	X			

Signatures

Roger J. Heinen 10/13/2005

**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) The options were fully vested and exercisable as of the date of grant.

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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