

PROGRESS SOFTWARE CORP /MA  
 Form 4  
 November 14, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**ROBERTSON NORMAN R**

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)  
**11/13/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP, Finance and CFO**

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/13/2007                           |  | M                              |   | 200   | A  | \$ 13.5   |
|                                 |                                      |  |                                |   |   |  | 4,198   |
| Common Stock                    | 11/13/2007                           |  | S                              |   | 200   | D  | \$ 31.88  |
|                                 |                                      |  |                                |   |   |  | 3,998   |
| Common Stock                    | 11/13/2007                           |  | M                              |   | 39,800  | A  | \$ 13.5   |
|                                 |                                      |  |                                |   |   |  | 43,798  |
| Common Stock                    | 11/13/2007                           |  | S                              |   | 39,800  | D  | \$ 31.88  |
|                                 |                                      |  |                                |   |   |  | 3,998 <sup>(1)</sup>                                  |

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

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**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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonqualified Stock Options                 | \$ 13.5  | 11/13/2007                           |  | M                              | 200   | (2) 08/01/2012   | Common Stock  | 200                        |
| Nonqualified Stock Options                 | \$ 13.5  | 11/13/2007                           |  | M                              | 39,800  | (2) 08/01/2012   | Common Stock  | 39,800                     |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| ROBERTSON NORMAN R<br>14 OAK PARK<br>BEDFORD, MA 01730 |               |           | Senior VP, Finance and CFO |       |

## Signatures

Norman R. Robertson 11/14/2007

\_\_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) Includes 1,070 shares acquired through Employee Stock Purchase Plan, on March 30, 2007.

(2) The option was originally granted on August 2, 2002 and vested in 60 equal monthly increments in effect commencing on March 1, 2002.

(3) As of November 13, 2007, 13,025 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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