

PROGRESS SOFTWARE CORP /MA

Form 4

October 23, 2009

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 *
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)

14 OAK PARK

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2009

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

Executive Vice President

BEDFORD, MA 01730

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

(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	10/21/2009		M	5,355 A	\$ 19.25	16,991	D
Common Stock	10/21/2009		S	5,355 D	\$ 24.48	11,636	D
Common Stock	10/21/2009		M	5,000 A	\$ 19.25	16,636	D
Common Stock	10/21/2009		S	5,000 D	\$ 24.63	11,636	D
Common Stock	10/21/2009		M	5,000 A	\$ 19.25	16,636	D

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Common Stock	10/21/2009	S	5,000	D	\$ 24.74	11,636	D
Common Stock	10/21/2009	M	5,000	A	\$ 19.25	16,636	D
Common Stock	10/21/2009	S	5,000	D	\$ 24.77	11,636	D
Common Stock	10/21/2009	M	5,000	A	\$ 19.25	16,636	D
Common Stock	10/21/2009	S	5,000	D	\$ 24.81	11,636	D
Common Stock	10/21/2009	M	3,000	A	\$ 19.25	14,636	D
Common Stock	10/21/2009	S	3,000	D	\$ 24.04	11,636	D
Common Stock	10/21/2009	M	3,000	A	\$ 19.25	14,636	D
Common Stock	10/21/2009	S	3,000	D	\$ 24.08	11,636	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 19.25	10/21/2009		M	31,355	<u>(1)</u> 02/18/2010	Common Stock 31,355

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRELAND DAVID G 14 OAK PARK BEDFORD, MA 01730			Executive Vice President	

Signatures

David G. Ireland 10/23/2009

____Signature of Date
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).
- (1) The option, originally representing a right to purchase 58,000 shares, became exerciseable in 60 equal monthly increments of 1,000 shares commencing March 1, 2000.

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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