

PROGRESS SOFTWARE CORP /MA

Form 4

November 09, 2007

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 *
FREEDMAN JAMES

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)
11/07/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior VP & General Counsel

4. If Amendment, Date Original
Filed(Month/Day/Year)

BEDFORD, MA 01730

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,070 ⁽¹⁾	D	
Common Stock	11/07/2007		M		625	A	\$ 16.99
Common Stock	11/07/2007		S		625	D	\$ 31.91
Common Stock	11/07/2007		M		2,375	A	\$ 18.75
Common Stock	11/07/2007		S		2,375	D	\$ 31.91

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Common Stock	11/07/2007	M	2,000	A	\$ 21.45	3,070	D
Common Stock	11/07/2007	S	2,000	D	\$ 31.91	1,070	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 (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
Nonqualified Stock Option	\$ 16.99	11/07/2007		M		625		<u>(2)</u>	02/23/2013	Common Stock	625
Nonqualified Stock Option	\$ 18.75	11/07/2007		M		2,375		<u>(4)</u>	05/23/2014	Common Stock	2,375
Nonqualified Stock Option	\$ 21.45	11/07/2007		M		2,000		<u>(6)</u>	09/26/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FREEDMAN JAMES 14 OAK PARK BEDFORD, MA 01730	Senior VP & General Counsel

Signatures

James D.
Freedman 11/09/2007

**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) Acquired through Employee Stock Purchase Plan, on April 30, 2007.
- (2) The option was originally granted on February 24, 2003, and vested in 60 equal monthly increments commencing on March 1, 2003.
- (3) As of November 7, 2007, zero shares were vested.
- (4) The option was originally granted on May 24, 2004, and vested in 60 equal monthly increments commencing in effect on March 1, 2004.
- (5) As of November 7, 2007, zero shares were vested.
- (6) The option was originally granted on September 27, 2004, and vested in 60 equal monthly increments commencing in effect on March 1, 2004.
- (7) As of November 7, 2007, 4,375 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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