

PROGRESS SOFTWARE CORP /MA
 Form 4
 June 21, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 IRELAND DAVID G

(Last) (First) (Middle)
 14 OAK PARK
 (Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PROGRESS SOFTWARE CORP /MA [PRGS]

3. Date of Earliest Transaction (Month/Day/Year)
 06/17/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, OpenEdge Division

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	06/17/2005		M		10,000	A	\$ 12.8125 27,716 D
Common Stock	06/17/2005		S		10,000	D	\$ 30.5615 17,716 D
Common Stock	06/20/2005		M		30,100	A	\$ 12.8125 47,816 D
Common Stock	06/20/2005		S		10,000	D	\$ 30.6682 37,816 D
Common Stock	06/20/2005		S		10,000	D	\$ 30.7642 27,816 D

Edgar Filing: PROGRESS SOFTWARE CORP /MA - Form 4

Common Stock	06/20/2005	S	10,000	D	\$ 30.8845	17,816	D
Common Stock	06/20/2005	S	100	D	\$ 30.92	17,716	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Nonqualified Stock Options	\$ 12.8125	06/17/2005		M		10,000		02/10/1999 ⁽¹⁾	02/10/2009	Common Stock	1
Nonqualified Stock Options	\$ 12.8125	06/20/2005		M		30,100		02/10/1999 ⁽¹⁾	02/10/2009	Common Stock	3

Reporting Owners

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

Signatures

David G. Ireland 06/21/2005
 **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 vests in equal monthly increments over a sixty (60) month period, commencing March 1, 1999.

(2) As of June 20, 2005, options to purchase all shares were vested.

(3) As of June 21, 2005, options to purchase all 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.