

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>FREEDMAN JAMES</u> (Last) (First) (Middle) <u>14 OAK PARK</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP /MA [PRGS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP & General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2005</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 06/17/2005 | | M | | 532 | A | \$12.8125 | 6,002 | D | |
| Common Stock | 06/17/2005 | | M | | 542 | A | \$13.084 | 6,544 | D | |
| Common Stock | 06/17/2005 | | M | | 5,000 | A | \$13.24 | 11,544 | D | |
| Common Stock | 06/17/2005 | | S | | 6,074 | D | \$30.48 | 5,470 | D | |
| Common Stock | 06/20/2005 | | M | | 6,000 | A | \$13.24 | 11,470 | D | |
| Common Stock | 06/20/2005 | | S | | 6,000 | D | \$30.74 | 5,470 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Nonqualified Stock Options | \$12.8125 | 06/17/2005 | | M | | | 532 | 04/03/2001 ⁽¹⁾ | 04/02/2011 | Common Stock | 532 | \$12.8125 | 0 | D | |
| Nonqualified Stock Options | \$13.084 | 06/17/2005 | | M | | | 542 | 10/10/2001 ⁽²⁾ | 10/09/2011 | Common Stock | 542 | \$13.084 | 0 | D | |
| Nonqualified Stock Options | \$13.24 | 06/17/2005 | | M | | | 5,000 | 08/02/2002 ⁽³⁾ | 08/01/2012 | Common Stock | 5,000 | \$13.24 | 19,500 ⁽⁴⁾ | D | |
| Nonqualified Stock Options | \$13.24 | 06/20/2005 | | M | | | 6,000 | 08/02/2002 ⁽³⁾ | 08/01/2012 | Common Stock | 6,000 | \$13.24 | 13,500 ⁽⁵⁾ | D | |

Explanation of Responses:

- Two-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
- Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2001.
- Six-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
- As of June 20, 2005, options to purchase 19,500 shares were vested.
- As of June 21, 2005, options to purchase 13,500 shares were vested.

Remarks:

James D. Freedman 06/21/2005
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.