

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* FREEDMAN JAMES (Last) (First) (Middle) 14 OAK PARK (Street) BEDFORD MA 01730 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2004	3. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP / MA [PRGS]	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior VP & General Counsel	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,434	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Incentive Stock Option	03/01/1999 ⁽¹⁾	02/09/2009	Common Stock	4,970 ⁽²⁾	12.8125	D
Incentive Stock Option	03/01/2000 ⁽³⁾	02/17/2010	Common Stock	12,700 ⁽⁴⁾	19.25	D
Nonqualified Stock Option	03/01/2000 ⁽³⁾	02/17/2010	Common Stock	12,300 ⁽⁵⁾	19.25	D
Incentive Stock Option	10/06/2000 ⁽⁶⁾	10/05/2010	Common Stock	30 ⁽⁷⁾	12.0625	D
Nonqualified Stock Option	10/06/2000 ⁽⁶⁾	10/05/2010	Common Stock	4,565 ⁽⁸⁾	12.0625	D
Incentive Stock Option	04/03/2001 ⁽⁹⁾	04/02/2011	Common Stock	600 ⁽¹⁰⁾	12.8125	D
Nonqualified Stock Option	04/03/2001 ⁽⁹⁾	04/02/2011	Common Stock	12,228 ⁽¹¹⁾	12.8125	D
Nonqualified Stock Option	10/10/2001 ⁽¹²⁾	10/09/2011	Common Stock	25,647 ⁽¹³⁾	13.084	D
Nonqualified Stock Option	08/02/2002 ⁽¹⁴⁾	08/01/2012	Common Stock	73,000 ⁽¹⁵⁾	13.24	D
Nonqualified Stock Option	03/01/2003 ⁽¹⁶⁾	02/23/2013	Common Stock	37,500 ⁽¹⁷⁾	15.07	D
Nonqualified Stock Option	11/11/2003 ⁽¹⁸⁾	11/10/2013	Common Stock	37,500 ⁽¹⁷⁾	21.86	D
Nonqualified Stock Option	05/24/2004 ⁽¹⁹⁾	05/23/2014	Common Stock	22,500 ⁽²⁰⁾	18.15	D

Explanation of Responses:

- The option vests in equal monthly increments over a sixty (60) month period, commencing March 1, 1999.
- On August 9, 2004, options to purchase all 4,970 shares were vested.
- The option vests in equal monthly increments over a sixty (60) month period, commencing March 1, 2000.
- On August 9, 2004, options to purchase 11,430 shares were vested.
- On August 9, 2004, options to purchase 11,070 shares were vested.
- The option vests on the date of the grant with respect to eight-sixtieths (8/60) of the total amount, thereafter in equal monthly increments over a fifty two (52) month period, commencing November 1, 2000.
- On August 9, 2004, options to purchase 20 shares were vested.
- On August 9, 2004, options to purchase 2,075 shares were vested.
- The option vests on the date of the grant with respect to two-sixtieths (2/60) of the total amount, thereafter in equal monthly increments over a fifty eight (58) month period, commencing May 1, 2001.
- On August 9, 2004, options to purchase 420 shares were vested.
- On August 9, 2004, options to purchase 2,658 shares were vested.
- The option vests on the date of the grant with respect to eight-sixtieths (8/60) of the total amount, thereafter in equal monthly increments over a fifty two (52) month period, commencing November 1, 2001.
- On August 9, 2004, options to purchase 15,897 shares were vested.
- The option vests on the date of the grant with respect to six-sixtieths (6/60) of the total amount, thereafter in equal monthly increments over a fifty four (54) month period, commencing September 1, 2002.
- On August 9, 2004, options to purchase 35,500 shares were vested.
- The option vests in equal monthly increments over a sixty (60) month period, commencing March 1, 2003.
- On August 9, 2004, options to purchase 11,250 shares were vested.
- The option vests on the date of the grant with respect to nine-sixtieths (9/60) of the total amount, thereafter in equal monthly increments over a fifty one (51) month period, commencing December 1, 2003.
- The option vests on the date of the grant with respect to three-sixtieths (3/60) of the total amount, thereafter in equal monthly increments over a fifty seven (57) month period, commencing June 1, 2004.
- On August 9, 2004, options to purchase 2,250 shares were vested.

Remarks:

James D. Freedman

08/19/2004

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of James W. Romeo, Associate General Counsel of Progress Software Corporation (

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Form 144 Notice of Prop
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in acc
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 144, 3, 4 or 5 and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best in

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, (

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigne

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 16th day of August, 2004.

/s/ James D. Freedman_____

Signature

___ James D. Freedman_____

Print Name