FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	. OWNERSHIP

ONID APPR	OVAL					
OMB Number:	3235-0287					
Estimated average burden						

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0.5

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

1. Name and Address of Reporting Person* BENTON DAVID H JR				2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]								(Ch	Relationship o eck all applic Directo	able)	g Perso	on(s) to Issu 10% Ov Other (s	vner	
(Last) 14 OAK P	(First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 09/20/2006								X below) Corporate Controller VP and Corporate Controller				` ´	
(Street) BEDFORI			1730		4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	e) X Form fi Form fi					
(City)	(Sta		Zip) 	n-Deriv	ative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3) 2. T Dat			2. Trans Date	2. Transaction Date Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A. Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5)		I (A) or	or 5. Amount of		Form:	Direct Indirect Istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) or (D)	Price	Transacti	Transaction(s) (Instr. 3 and 4)			(
Common Stock												15,270 ⁽¹⁾			D			
		٦	able II - I								sed of, o			Owned				
Derivative Conversion Date Security or Exercise (Month/Day/Year) if		3A. Deeme Execution I if any (Month/Day	Date,	Code (Instr.		n of I		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)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)		Date Exercisab	ole	Expiration Date	Title	Amount or Number of Shares					
Nonqualified Stock	\$25.01	09/20/2006			A		10,000		09/20/200	6 ⁽²⁾	09/19/2013	Common Stock	10,000	\$25.01	10,000)(3)	D	

Explanation of Responses:

- 1. Employee Stock Purchase Plan shares in the amount of 736 were acquired on April 3, 2006 and 239 shares on June 30, 2006.
- 2. 7/60ths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 53 month period commencing October 1, 2006.
- 3. As of September 20, 2006, options to purchase 1,166 shares were vested.

Remarks:

David H. Benton, Jr.

09/21/2006

** 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.

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