

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>ALSO JOSEPH WRIGHT</b> <hr/> (Last) (First) (Middle) <b>14 OAK PARK</b> <hr/> (Street) <b>BEDFORD MA 01730</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PROGRESS SOFTWARE CORP /MA [ PRGS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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	Amount or Number of Shares				
Stock Option (right to buy)	\$4.7084	12/18/2006		D <sup>(1)</sup>			107,000	(1)	03/03/2007	Common Stock	107,000	(1)	0	D	
Stock Option (right to buy)	\$5.2884	12/18/2006		A <sup>(1)</sup>		107,000		(1)	03/03/2007	Common Stock	107,000	(1)	107,000	D	
Stock Option (right to buy)	\$7.2084	12/18/2006		D <sup>(2)</sup>			240,000	(2)	02/01/2008	Common Stock	240,000	(2)	0	D	
Stock Option (right to buy)	\$10.5784	12/18/2006		A <sup>(2)</sup>		240,000		(2)	02/01/2008	Common Stock	240,000	(2)	240,000	D	
Stock Option (right to buy)	\$9	12/18/2006		D <sup>(3)</sup>			200,000	(3)	09/01/2008	Common Stock	200,000	(3)	0	D	
Stock Option (right to buy)	\$16.19	12/18/2006		A <sup>(3)</sup>		200,000		(3)	09/01/2008	Common Stock	200,000	(3)	200,000	D	
Stock Option (right to buy)	\$10.4688	12/18/2006		D <sup>(4)</sup>			62,000	(4)	05/17/2009	Common Stock	62,000	(4)	0	D	
Stock Option (right to buy)	\$13.8788	12/18/2006		A <sup>(4)</sup>		62,000		(4)	05/17/2009	Common Stock	62,000	(4)	62,000	D	
Stock Option (right to buy)	\$19.25	12/18/2006		D <sup>(5)</sup>			100,000	(5)	02/18/2010	Common Stock	100,000	(5)	0	D	
Stock Option (right to buy)	\$23	12/18/2006		A <sup>(5)</sup>		100,000		(5)	02/18/2010	Common Stock	100,000	(5)	100,000	D	
Stock Option (right to buy)	\$12.0625	12/18/2006		D <sup>(6)</sup>			150,000	(6)	10/06/2010	Common Stock	150,000	(6)	0	D	
Stock Option (right to buy)	\$14.9425	12/18/2006		A <sup>(6)</sup>		150,000		(6)	10/06/2010	Common Stock	150,000	(6)	150,000	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	Amount or Number of Shares				
Stock Option (right to buy)	\$9	12/18/2006		D <sup>(3)</sup>			50,000	(3)	09/01/2008	Common Stock	50,000	(3)	0	D	
Stock Option (right to buy)	\$16.19	12/18/2006		A <sup>(3)</sup>		50,000		(3)	09/01/2008	Common Stock	50,000	(3)	50,000	D	
Stock Option (right to buy)	\$12.8125	12/18/2006		D <sup>(7)</sup>			100,000	(7)	04/02/2011	Common Stock	100,000	(7)	0	D	
Stock Option (right to buy)	\$14.3025	12/18/2006		A <sup>(7)</sup>		100,000		(7)	04/02/2011	Common Stock	100,000	(7)	100,000	D	
Stock Option (right to buy)	\$12.8125	12/18/2006		D <sup>(7)</sup>		25,000		(7)	04/02/2011	Common Stock	25,000	(7)	0	D	
Stock Option (right to buy)	\$14.3025	12/18/2006		A <sup>(7)</sup>		25,000		(7)	04/02/2011	Common Stock	25,000	(7)	25,000	D	
Stock Option (right to buy)	\$13.084	12/18/2006		D <sup>(8)</sup>		75,000		(8)	10/09/2011	Common Stock	75,000	(8)	0	D	
Stock Option (right to buy)	\$17.424	12/18/2006		A <sup>(8)</sup>		75,000		(8)	10/09/2011	Common Stock	75,000	(8)	75,000	D	
Stock Option (right to buy)	\$13.084	12/18/2006		D <sup>(8)</sup>		50,000		(8)	10/09/2011	Common Stock	50,000	(8)	0	D	
Stock Option (right to buy)	\$17.424	12/18/2006		A <sup>(8)</sup>		50,000		(8)	10/09/2011	Common Stock	50,000	(8)	50,000	D	
Stock Option (right to buy)	\$13.24	12/18/2006		D <sup>(9)</sup>		250,000		(9)	08/01/2012	Common Stock	250,000	(9)	0	D	
Stock Option (right to buy)	\$13.5	12/18/2006		A <sup>(9)</sup>		250,000		(9)	08/01/2012	Common Stock	250,000	(9)	250,000	D	
Stock Option (right to buy)	\$15.07	12/18/2006		D <sup>(10)</sup>		125,000		(10)	02/23/2013	Common Stock	125,000	(10)	0	D	
Stock Option (right to buy)	\$16.99	12/18/2006		A <sup>(10)</sup>		125,000		(10)	02/23/2013	Common Stock	125,000	(10)	125,000	D	
Stock Option (right to buy)	\$18.15	12/18/2006		D <sup>(11)</sup>		75,000		(11)	05/23/2014	Common Stock	75,000	(11)	0	D	
Stock Option (right to buy)	\$18.75	12/18/2006		A <sup>(11)</sup>		75,000		(11)	05/23/2014	Common Stock	75,000	(11)	75,000	D	
Stock Option (right to buy)	\$19.25	12/18/2006		D <sup>(12)</sup>		125,000		(12)	09/26/2014	Common Stock	125,000	(12)	0	D	
Stock Option (right to buy)	\$21.45	12/18/2006		A <sup>(12)</sup>		125,000		(12)	09/26/2014	Common Stock	125,000	(12)	125,000	D	

**Explanation of Responses:**

- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on March 3, 1997 and vested in 60 equal monthly increments commencing on March 1, 1997.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 3, 1998 and vested in 60 equal monthly increments commencing on March 1, 1998.
- These reported transactions involved the amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the deemed grant of replacement options. The options were originally granted on September 1, 1998 and vested in 60 equal monthly increments commencing on March 1, 1998.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on May 17, 1999 and vested in 60 equal monthly increments commencing on March 1, 1999.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 18, 2000 and vested in 60 equal monthly increments commencing on March 1, 2000.

6. These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on October 6, 2000 and vested in 60 equal monthly increments commencing on March 1, 2000.
7. These reported transactions involved the amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the deemed grant of replacement options. The options were originally granted on April 3, 2001 and vested in 60 equal monthly increments commencing on March 1, 2001.
8. These two reported transactions involved the amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the deemed grant of replacement options. The options were originally granted on October 10, 2001 and vested in 60 equal monthly increments commencing on March 1, 2001.
9. These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on August 2, 2002 and vests in 60 equal monthly increments commencing on March 1, 2002.
10. These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 24, 2003 and vests in 60 equal monthly increments commencing on March 1, 2003.
11. These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on May 24, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
12. These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on September 27, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.

**Remarks:**

Additional holdings of the Reporting Person are set forth in a subsequent filing made by the Reporting Person on the date hereof.

/s/ Joseph Wright Alsop

12/19/2006

\*\* 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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