

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SLIWKOWSKI PETER</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>President, Real Time Division</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2005</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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	08/05/2005		M		707	A	\$12.8125	1,983	D	
Common Stock	08/05/2005		S		707	D	\$31.5	1,276	D	
Common Stock	08/05/2005		M		3,993	A	\$12.0625	5,269	D	
Common Stock	08/05/2005		S		3,993	D	\$31.5	1,276	D	
Common Stock	08/08/2005		M		900	A	\$12.0625	2,176	D	
Common Stock	08/08/2005		S		900	D	\$31.5	1,276	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	08/05/2005		M			707	03/01/1999 <sup>(1)</sup>	02/10/2009	Common Stock	707	\$12.8125	0	D	
Incentive Stock Options	\$12.0625	08/05/2005		M			100	10/06/2000 <sup>(2)</sup>	10/05/2010	Common Stock	100	\$12.0625	0	D	
Nonqualified Stock Options	\$12.0625	08/05/2005		M			3,893	10/06/2000 <sup>(2)</sup>	10/05/2010	Common Stock	3,893	\$12.0625	1,007 <sup>(3)</sup>	D	
Nonqualified Stock Options	\$12.0625	08/08/2005		M			900	10/06/2000 <sup>(2)</sup>	10/05/2010	Common Stock	900	\$12.0625	107 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The option vests in sixty equal monthly increments commencing March 1,1999.
- 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, 2000.
- As of August 5, 2005, the option was fully vested.

**Remarks:**

Peter G. Sliwowski 08/09/2005

\*\* 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.