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Section 16 obligations

Instruction

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden

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box ii no ionger subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
. Form 4 or Form 5	
may continue. See	
1(h)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) PROGRESS SOFTWARE CORP /MA [<u>IRELAND DAVID G</u> Director 10% Owner PRGS] Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) President, OpenEdge Division 14 OAK PARK 10/31/2005 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) **BEDFORD** MA 01730 Form filed by One Reporting Person Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 5. Amount of 7. Nature of Transaction Execution Date, Securities Indirect if any (Month/Day/Year) (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect **Beneficial** 8) (I) (Instr. 4) Ownership (Instr. 4) Owned Following Reported (A) or (D) Code ν Price (Instr. 3 and 4) 10/31/2005 M \$12.8125 23,986 Common Stock 3,750 Α D s Common Stock 10/31/2005 3,750 D \$31.6609 20,236 D Common Stock 10/31/2005 M 3,750 Α \$13.084 23,986 D S Common Stock 10/31/2005 3,750 D \$31.6609 20,236 D 10/31/2005 M 2,200 A \$15.07 22,436 D Common Stock Common Stock 10/31/2005 2,200 D \$31.71 20,236 D Common Stock 10/31/2005 M 10,000 A \$13.24 30,236 D Common Stock 10/31/2005 S 10,000 D \$31.5707 20,236 D M \$12.8125 11/02/2005 1.250 Α 21,486 D Common Stock 20,236 S Common Stock 11/02/2005 1,250 D \$31.26 D 1.250 D Common Stock 11/02/2005 М Α \$13,084 21.486 Common Stock 11/02/2005 S 1.250 D \$31.26 20,236 D Common Stock 11/02/2005 M 2,850 A \$13.24 23,086 D D D Common Stock 11/02/2005 S 2,850 \$31.26 20,236 Common Stock 11/02/2005 M 1,250 Α \$15.07 21,486 D Common Stock 11/02/2005 S 1,250 D \$31.26 20,236 D 11/02/2005 M 500 A \$15.07 D Common Stock 20.736 Common Stock 11/02/2005 S 500 D \$31.31 20.236 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed 6. Date Exercisable and Expiration Date 7. Title and Amount 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 5. Number Execution Date, of Securities Ownership Underlying Derivative Security (Month/Day/Year) Derivative Security or Exercise Price of if any Code (Instr. (Month/Day/Year) Security Securities Form: Beneficial Ownership 8) (Instr. 3) (Month/Day/Year) Securities (Instr. 5) Beneficially Direct (D) Acquired (Instr. 3 and 4) Derivative Owned or Indirect (Instr. 4) (A) or Disposed of (D) (Instr. 3, 4 and 5) (I) (Instr. 4) Security Following Reported Transaction(s) (Instr. 4) Amount Number Expiration Date ν Code (A) (D) Exercisable Date Title Shares Nongualified \$12.8125 3,750 10/31/2005 3,750 04/03/2001(1) 04/02/2011 \$12.8125 5,000(2) D Stock Option Nonqualified \$13.084 10/31/2005 10/10/2001(3) 10/09/2011 3,750 \$13.084 5,000⁽²⁾ D 3,750 Stock Stock Option Nonqualified 08/02/2002(4) 10,000 38.800⁽²⁾ Stock \$13.24 10/31/2005 M 10,000 08/01/2012 \$13.24 D Stock Option

		ī	able II - Deriv (e.g.,					uired, Disp , options, o				Owned			
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) 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				
Nonqualified Stock Options	\$15.07	10/31/2005		М			2,200	02/24/2003 ⁽⁵⁾	02/23/2013	Common Stock	2,200	\$15.07	72,800 ⁽⁶⁾	D	
Nonqualified Stock Options	\$12.8125	11/02/2005		M			1,250	04/03/2001 ⁽¹⁾	04/02/2011	Common Stock	1,250	\$12.8125	3,750 ⁽²⁾	D	
Nonqualified Stock Options	\$13.084	11/02/2005		М			1,250	10/10/2001 ⁽³⁾	10/09/2011	Common Stock	1,250	\$13.084	3,750 ⁽²⁾	D	
Nonqualified Stock Options	\$13.24	11/02/2005		М			2,850	08/02/2002 ⁽⁴⁾	08/01/2012	Common Stock	2,850	\$13.24	35,950 ⁽²⁾	D	
Nonqualified Stock Options	\$15.07	11/02/2005		М			1,750	02/24/2003 ⁽⁵⁾	02/23/2013	Common Stock	1,750	\$15.07	71,050 ⁽⁶⁾	D	

Explanation of Responses:

- 1. Two-sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
- 2. As of 11/02/05, options to purchase 0 were vested.
- 3. Eight-sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2001.
- 4. Six-Sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
- 5. The option vests in equal monthly increments over a 60 month period commencing March 1, 2003.
- 6. As of 11/02/05, options to purchase 37,300 were vested.

Remarks:

David G. Ireland 11/02/2005

** 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.