

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>IRELAND DAVID G</u>			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, OpenEdge Division</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/08/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>14 OAK PARK</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BEDFORD</u>	(State) <u>MA</u>	(Zip) <u>01730</u>						

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	07/08/2005		M		46,250	A	\$12.8125	63,966	D	
Common Stock	07/08/2005		M		20,000	A	\$13.084	83,966	D	
Common Stock	07/08/2005		S		10,000	D	\$30.685	73,966	D	
Common Stock	07/08/2005		S		10,000	D	\$30.78	63,966	D	
Common Stock	07/08/2005		S		10,000	D	\$30.73	53,966	D	
Common Stock	07/08/2005		S		10,000	D	\$30.75	43,966	D	
Common Stock	07/08/2005		S		6,250	D	\$30.76	37,716	D	
Common Stock	07/08/2005		S		20,000	D	\$30.74	17,716	D	
Common Stock	07/11/2005		M		10,000	A	\$13.084	27,716	D	
Common Stock	07/11/2005		S		10,000	D	\$31.4551	17,716	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	07/08/2005		M		46,250		04/03/2001 ⁽¹⁾	04/02/2011	Common Stock	46,250	\$12.8125	8,750 ⁽²⁾	D	
Nonqualified Stock Options	\$13.084	07/08/2005		M		20,000		10/10/2001 ⁽³⁾	10/09/2011	Common Stock	20,000	\$13.084	55,000 ⁽⁴⁾	D	
Nonqualified Stock Options	\$13.084	07/11/2005		M		10,000		10/10/2001 ⁽³⁾	10/09/2011	Common Stock	10,000	\$13.084	45,000 ⁽⁵⁾	D	

Explanation of Responses:

- Two-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
- As of July 12, 2005, options to purchase zero shares were vested.
- 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, 2001.
- As of July 8, 2005, options to purchase 46,250 shares were vested.
- As of July 11, 2005, options to purchase 36,250 shares were vested.

Remarks:

David G. Ireland

07/12/2005

** 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.

