

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	
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1. Name and Address of Reporting Person* <u>HEINEN ROGER J JR</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2007</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>	<u>MA</u>	<u>01730</u>					
(City)	(State)	(Zip)						

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			
<u>Common Stock</u>	<u>03/30/2007</u>		<u>D</u>		<u>6,294</u>	<u>D</u>	<u>\$137,587⁽¹⁾</u>	<u>0</u>	<u>D</u>	

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					
<u>Employee Stock Option (right of buy)</u>	<u>\$23.07</u>	<u>03/30/2007</u>		<u>D</u>		<u>11,750</u>		<u>05/22/2006⁽²⁾</u>	<u>05/21/2013</u>	<u>Common Stock</u>	<u>11,750</u>	<u>(2)</u>	<u>0</u>	<u>D</u>
<u>Employee Stock Option (right of buy)</u>	<u>\$30.81</u>	<u>03/30/2007</u>		<u>D</u>		<u>12,000</u>		<u>11/15/2005⁽³⁾</u>	<u>11/14/2012</u>	<u>Common Stock</u>	<u>12,000</u>	<u>(3)</u>	<u>0</u>	<u>D</u>
<u>Employee Stock Option (right of buy)</u>	<u>\$25.01</u>	<u>03/30/2007</u>		<u>D</u>		<u>11,750</u>		<u>09/20/2006⁽⁴⁾</u>	<u>09/19/2013</u>	<u>Common Stock</u>	<u>11,750</u>	<u>(4)</u>	<u>0</u>	<u>D</u>

Explanation of Responses:

- These securities of the reporting person were surrendered to the issuer for cancellation as the securities were originally issued pursuant to an invalidly granted option. In return, the issuer returned the original exercise price to the reporting person.
- The option was fully vested and exercisable on the date of grant, May 22, 2006. It was surrendered to the issuer for cancellation as it was not validly granted.
- The option was fully vested and exercisable on the date of grant, November 15, 2005. It was surrendered to the issuer for cancellation as it was not validly granted.
- The option was fully vested and exercisable on the date of grant, September 20, 2006. It was surrendered to the issuer for cancellation as it was not validly granted.

Remarks:

Roger J. Heinen

03/30/2007

** 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.