

**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* <b>MCGREGOR SCOTT A</b>			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2006</b>			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		
14 OAK PARK			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>BEDFORD MA 01730</b>	(Zip)						
(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			
Common Stock								12,000	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
Stock Option (right to buy)	\$12.1875	12/18/2006		D <sup>(1)</sup>			10,000	(1)	06/17/2009	Common Stock	10,000	(1)	0	D	
Stock Option (right to buy)	\$14.7475	12/18/2006		A <sup>(1)</sup>		10,000		(1)	06/17/2009	Common Stock	10,000	(1)	10,000	D	
Stock Option (right to buy)	\$13.24	12/18/2006		D <sup>(2)</sup>			16,000	(2)	08/01/2012	Common Stock	16,000	(2)	0	D	
Stock Option (right to buy)	\$13.5	12/18/2006		A <sup>(2)</sup>		16,000		(2)	08/01/2012	Common Stock	16,000	(2)	16,000	D	
Stock Option (right to buy)	\$15.07	12/18/2006		D <sup>(3)</sup>			8,000	(3)	02/23/2013	Common Stock	8,000	(3)	0	D	
Stock Option (right to buy)	\$16.99	12/18/2006		A <sup>(3)</sup>		8,000		(3)	02/23/2013	Common Stock	8,000	(3)	8,000	D	
Stock Option (right to buy)	\$18.15	12/18/2006		D <sup>(4)</sup>			8,500	(4)	05/23/2014	Common Stock	8,500	(4)	0	D	
Stock Option (right to buy)	\$18.75	12/18/2006		A <sup>(4)</sup>		8,500		(4)	05/23/2014	Common Stock	8,500	(4)	8,500	D	
Stock Option (right to buy)	\$19.25	12/18/2006		D <sup>(5)</sup>			8,500	(5)	09/26/2014	Common Stock	8,500	(5)	0	D	
Stock Option (right to buy)	\$21.45	12/18/2006		A <sup>(5)</sup>		8,500		(5)	09/26/2014	Common Stock	8,500	(5)	8,500	D	
Stock Option (right to buy)	\$21.86							(6)	11/10/2013	Common Stock	8,000		8,000	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)	\$30.81							(7)	11/14/2012	Common Stock	9,000		9,000	D	
Stock Option (right to buy)	\$23.07							(8)	05/21/2013	Common Stock	10,500		10,500	D	
Stock Option (right to buy)	\$25.01							(9)	09/19/2013	Common Stock	10,500		10,500	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 grant of a replacement option. The option was originally granted and vested fully on June 17, 1999.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted and vested fully on August 2, 2002.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted and vested fully on February 24, 2003.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted and vested fully on May 24, 2004.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted and vested fully on September 27, 2004.
- The option was granted and vested fully on November 11, 2003.
- The option was granted and vested fully on November 15, 2005.
- The option was granted and vested fully on May 22, 2006.
- The option was granted and vested fully on September 20, 2006.

**Remarks:**

/s/ Scott A. McGregor

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.

**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.**