

PROGRESS SOFTWARE CORP /MA  
 Form 4  
 April 03, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MCGREGOR SCOTT A

2. Issuer Name and Ticker or Trading Symbol  
 PROGRESS SOFTWARE CORP /MA [PRGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/30/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

14 OAK PARK

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BEDFORD, MA 01730

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					12,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 14.7475	03/30/2007		D	10,000	<u>(1)</u>	06/17/2009	Common Stock	10,000
Stock Option (Right to Buy)	\$ 13.5	03/30/2007		D	8,547	<u>(2)</u>	08/01/2012	Common Stock	8,547
Stock Option (Right to Buy)	\$ 16.99	03/30/2007		D	8,000	<u>(3)</u>	02/23/2013	Common Stock	8,000
Stock Option (Right to Buy)	\$ 18.75	03/30/2007		D	8,500	<u>(4)</u>	05/23/2014	Common Stock	8,500
Stock Option (Right to Buy)	\$ 21.45	03/30/2007		D	8,500	<u>(5)</u>	09/26/2014	Common Stock	8,500
Stock Option (Right to Buy)	\$ 21.86	03/30/2007		D	8,000	<u>(6)</u>	11/10/2013	Common Stock	8,000
Stock Option (Right to Buy)	\$ 30.81	03/30/2007		D	9,000	<u>(7)</u>	11/14/2012	Common Stock	9,000
Stock Option (Right to Buy)	\$ 23.07	03/30/2007		D	10,500	<u>(8)</u>	05/21/2013	Common Stock	10,500
Stock Option (Right to Buy)	\$ 25.01	03/30/2007		D	10,500	<u>(9)</u>	09/19/2013	Common Stock	10,500

