PROGRESS SOFTWARE CORP /MA

Form 4

May 20, 2005

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

### 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 *<br>ROBERTSON NORMAN R | 2. Issuer Name **and** Ticker or Trading Symbol<br>PROGRESS SOFTWARE CORP /MA [PRGS] | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable) |
| --- | --- | --- |
| (Last)          (First)          (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/18/2005 | _____ Director          _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below)          below)<br>Senior VP, Finance and CFO |
| 14 OAK PARK<br><br>(Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ 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 Indirect Beneficial Ownership (Instr. 4) |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/18/2005 | | M | | 5,000 | A | $ 12.8125 | 10,940 | D | |
| Common Stock | 05/18/2005 | | S | | 5,000 | D | $ 28.05 | 5,940 | D | |
| Common Stock | 05/19/2005 | | M | | 5,000 | A | $ 12.8125 | 10,940 | D | |
| Common Stock | 05/19/2005 | | S | | 5,000 | D | $ 29.05 | 5,940 | D | |

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

**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 Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Nonqualified Stock Options | $ 12.8125 | 05/18/2005 | | M | | | 5,000 | 02/10/1999[(1)] | 02/10/2009 | Common Stock | 5,0... |
| Nonqualified Stock Options | $ 12.8125 | 05/19/2005 | | M | | | 5,000 | 02/10/1999[(1)] | 02/10/2009 | Common Stock | 5,0... |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ROBERTSON NORMAN R<br>14 OAK PARK<br>BEDFORD, MA 01730 | | | Senior VP, Finance and CFO | |

# Signatures

| | |
|---|---|
| Norman R. Robertson | 05/20/2005 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

\*    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).

(1)    The option vests in equal monthly increments over a 60 month period, commencing March 1, 1999.

(2)    As of May 18, 2005, options to purchase all shares were vested.

(3)    As of May 19, 2005, options to purchase all shares were vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Explanation of Responses:                                                                                      3