

PROGRESS SOFTWARE CORP /MA  
 Form 4  
 June 21, 2005

**FORM 4**

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

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).

**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 \*  
 IRELAND DAVID G

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)  
 14 OAK PARK  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/17/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, OpenEdge Division

BEDFORD, MA 01730

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

(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	06/17/2005		M		10,000	A	\$ 12.8125
Common Stock	06/17/2005		S		10,000	D	\$ 30.5615
Common Stock	06/20/2005		M		30,100	A	\$ 12.8125
Common Stock	06/20/2005		S		10,000	D	\$ 30.6682
Common Stock	06/20/2005		S		10,000	D	\$ 30.7642

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Common Stock	06/20/2005	S	10,000	D	\$ 30.8845	17,816	D
Common Stock	06/20/2005	S	100	D	\$ 30.92	17,716	D

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Nonqualified Stock Options	\$ 12.8125	06/17/2005		M		10,000		02/10/1999 <sup>(1)</sup>	02/10/2009	Common Stock	1
Nonqualified Stock Options	\$ 12.8125	06/20/2005		M		30,100		02/10/1999 <sup>(1)</sup>	02/10/2009	Common Stock	3

## Reporting Owners

Reporting Owner Name / Address	Relationships
IRELAND DAVID G 14 OAK PARK BEDFORD, MA 01730	Director 10% Owner Officer  President, OpenEdge Division

## Signatures

David G. Ireland                      06/21/2005  
 \*\*Signature of                      Date  
 Reporting Person

## 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 sixty (60) month period, commencing March 1, 1999.

(2) As of June 20, 2005, options to purchase all shares were vested.

(3) As of June 21, 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.

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