

PROGRESS SOFTWARE CORP /MA

Form 4

July 06, 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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FREEDMAN JAMES**

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)  
**07/01/2005**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior VP & General Counsel**

**BEDFORD, MA 01730**

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	07/01/2005		M		2,470	A	\$ 12.8125	7,940	D
Common Stock	07/01/2005		M		30	A	\$ 12.0625	7,970	D
Common Stock	07/01/2005		M		530	A	\$ 12.8125	8,500	D
Common Stock	07/05/2005		M		531	A	\$ 12.8125	9,031	D
Common Stock	07/05/2005		M		541	A	\$ 13.084	9,572	D

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Common Stock	07/05/2005	M	5,000	A	\$ 13.24	14,572	D
Common Stock	07/05/2005	S	6,072	D	\$ 30.41	8,500	D

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

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Options	\$ 12.8125	07/01/2005		M		2,470		02/10/1999 <sup>(1)</sup>	02/10/2009	Common Stock	2,470
Incentive Stock Options	\$ 12.0625	07/01/2005		M		30		10/06/2000 <sup>(2)</sup>	10/06/2010	Common Stock	30
Nonqualified Stock Options	\$ 12.8125	07/01/2005		M		530		04/03/2001 <sup>(3)</sup>	04/02/2011	Common Stock	530
Nonqualified Stock Options	\$ 12.8125	07/05/2005		M		531		04/03/2001 <sup>(3)</sup>	04/02/2011	Common Stock	531
Nonqualified Stock Options	\$ 13.084	07/05/2005		M		541		10/10/2001 <sup>(5)</sup>	10/09/2011	Common Stock	541
Nonqualified Stock Options	\$ 13.24	07/05/2005		M		5,000		08/02/2002 <sup>(6)</sup>	08/01/2012	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
FREEDMAN JAMES 14 OAK PARK BEDFORD, MA 01730	Senior VP & General Counsel

## Signatures

James D.  
Freedman                      07/06/2005

\_\_\_\_\_  
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) Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2000.
- (3) Two-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
- (4) As of July 6, 2005, options to purchase 0 shares were vested.
- (5) Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2001.
- (6) Six-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
- (7) As of July 6, 2005, options to purchase 9,750 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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