

PROGRESS SOFTWARE CORP /MA

Form 4

December 26, 2007

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALSOP JOSEPH WRIGHT

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)
12/21/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and Director

BEDFORD, MA 01730

(City) (State) (Zip)

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

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	11/28/2007		G	V	10,000	D	\$ 0	330,753 D
Common Stock	12/21/2007		M		62,200	A	\$ 16.19	392,953 D
Common Stock	12/21/2007		S		62,200	D	\$ 33.26	330,753 D
Common Stock	12/21/2007		M		50,000	A	\$ 16.19	380,753 D
Common Stock	12/21/2007		S		50,000	D	\$ 33.26	330,753 D

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Common Stock	12/21/2007	M	80,000	A	\$ 12.81	410,753	D
Common Stock	12/21/2007	S	80,000	D	\$ 33.49	330,753	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	\$ 16.19	12/21/2007		M		62,200		<u>(1)</u>	08/31/2008	Common Stock	62,200
Nonqualified Stock Options	\$ 16.19	12/21/2007		M		50,000		<u>(1)</u>	08/31/2008	Common Stock	50,000
Nonqualified Stock Options	\$ 12.81	12/21/2007		M		80,000		03/01/1999 ⁽²⁾	02/09/2009	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALSOP JOSEPH WRIGHT 14 OAK PARK BEDFORD, MA 01730	X		CEO and Director	

Signatures

Joseph W. Alsop
12/26/2007

__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 was originally granted on September 1, 1998, and vested in 60 equal monthly increments in effect commencing on March 1, 1998.
- (2) The option was granted on February 10, 1999, and vested in 60 equal monthly increments commencing on March 1, 1999.
- (3) As of December 26, 2007 167,200 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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