FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

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S IN BENEEICIAL OWNEDSHID	OMB Number:	3235-0

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWN
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>ALSOP JOSEPH WRIGHT</u>					2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
					PRGS]							X	Direc	ctor		10% C	Owner		
ot) (First) (Middle)					,								X				Other (specify below)		
(Last) (First) (Middle) 14 OAK PARK					3. Date of Earliest Transaction (Month/Day/Year) 05/13/2005								CEO and Director						
D M	Α (01730		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)							
IVI.		11/50											, ' '						
(St	ate) (Zip)														re than C	one Rep	orting	
	Tabl	le I - N	on-Deriv	/ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or B	enefici	ially	Owne	ed				
			Date (Month/Day/Year)		Exec if an	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities Disposed O		s Acquire of (D) (Ins	ed (A) or tr. 3, 4 an	and 5) Secur Bene Owne		ities icially d Following	Form: [(D) or li	Direct ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D)	Price	Trans		action(s)		(ilisti. 4		
Common Stock 05/13/2				2005	005			S		26,724	D	\$27.2	.2942 4		57,634	Γ)		
	Та	able II -												vned					
Title of erivative conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)			ansaction of Derivative Securities Acquired (A) or Disposed of (D)		rative rities ired r osed)	Expira (Month	tion D	ate (ear)	Amoun		Deriv Secu	vative urity r. 5)	derivative Securities Beneficially Owned Following Reported	Owi Fori Dire or Ii (I) (I	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	PARK D M. (St Stock Conversion or Exercise Price of Derivative	PARK (First) (PARK D MA (State) (Table Stock Table Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) PARK D MA 01730 (State) (Zip) Table I - N Security (Instr. 3) Stock Table II - N Conversion or Exercise Price of Derivative (Month/Day/Year) (Month.)	(First) (Middle) PARK RD MA 01730 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	PARK (First) (Middle) (State) (Zip) Table I - Non-Derivative Fecurity (Instr. 3) (State) (Zip) Table II - Derivative S (e.g., puts, of Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 2. Table III - Derivative S (e.g., puts, of Code (Month/Day/Year) (Month/Day/Year) 3. 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Explanation of Responses:

Remarks:

Joseph W. Alsop

05/17/2005

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.