

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 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 APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>IRELAND DAVID G</u> (Last) (First) (Middle) <u>14 OAK PARK</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP /MA [PRGS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, OpenEdge Division</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/14/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/14/2005		M		5,110	A	\$13.084	22,826	D	
Common Stock	07/14/2005		S		5,110	D	\$31.4333	17,716	D	
Common Stock	07/15/2005		M		31,140	A	\$13.084	48,856	D	
Common Stock	07/15/2005		M		40,000	A	\$13.24	88,856	D	
Common Stock	07/15/2005		S		5,390	D	\$31.42	83,466	D	
Common Stock	07/15/2005		S		9,500	D	\$31.45	73,966	D	
Common Stock	07/15/2005		S		10,000	D	\$31.44	63,966	D	
Common Stock	07/15/2005		S		10,000	D	\$31.47	53,966	D	
Common Stock	07/15/2005		S		6,250	D	\$31.49	47,716	D	
Common Stock	07/15/2005		S		10,000	D	\$31.46	37,716	D	
Common Stock	07/15/2005		S		10,000	D	\$31.515	27,716	D	
Common Stock	07/15/2005		S		10,000	D	\$31.55	17,716	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Nonqualified Stock Options	\$13.084	07/14/2005		M			5,110	10/10/2001 ⁽¹⁾	10/09/2011	Common Stock	5,110	\$13.084	39,890 ⁽²⁾	D	
Nonqualified Stock Options	\$13.084	07/15/2005		M			31,140	10/10/2001 ⁽¹⁾	10/09/2011	Common Stock	31,140	\$13.084	8,750 ⁽³⁾	D	
Nonqualified Stock Options	\$13.24	07/15/2005		M			40,000	08/02/2002 ⁽⁴⁾	08/01/2012	Common Stock	40,000	\$13.24	103,800 ⁽⁵⁾	D	

Explanation of Responses:

- 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.
- As of July 14, 2005, options to purchase 31,140 shares were vested.
- As of July 15, 2005, no options to purchase shares were vested.
- 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.
- As of July 15, 2005, options to purchase 58,263 shares were vested.

Remarks:

David G. Ireland

07/15/2005

** Signature of Reporting Person

Date

* 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.

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