

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>FREEDMAN JAMES</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>Senior VP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2006</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	04/13/2006		M		2,500	A	\$13.24	7,100	D	
Common Stock	04/13/2006		S		2,500	D	\$28.27	4,600	D	
Common Stock	04/13/2006		M		3,750	A	\$15.07	8,350	D	
Common Stock	04/13/2006		S		3,750	D	\$28.27	4,600	D	
Common Stock	04/13/2006		M		1,250	A	\$18.15	5,850	D	
Common Stock	04/13/2006		S		1,250	D	\$28.27	4,600	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					
Nonqualified Stock Options	\$13.24	04/13/2006		M			2,500	08/02/2002 <sup>(1)</sup>	08/01/2012	Common Stock	2,500	\$13.24	0	D
Nonqualified Stock Options	\$15.07	04/13/2006		M			3,750	02/24/2003 <sup>(2)</sup>	02/23/2013	Common Stock	3,750	\$15.07	0	D
Nonqualified Stock Options	\$18.15	04/13/2006		M			1,250	05/24/2004 <sup>(3)</sup>	05/23/2014	Common Stock	1,250	\$18.15	15,250 <sup>(4)</sup>	D

**Explanation of Responses:**

- 6/60ths 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.
- The option vests in 60 equal monthly increments commencing on March 1, 2003.
- 3/60ths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 57 month period commencing June 1, 2004.
- As of April 13, 2006, 2,500 shares were vested.

**Remarks:**

James D. Freedman 04/17/2006  
 \*\* 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.