

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>REIDY RICHARD</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, DataDirect Tech.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2005</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	05/03/2005		M		276	A	\$5.6667	1,885 <sup>(1)</sup>	D	
Common Stock	05/03/2005		M		6,102	A	\$5.4167	7,987	D	
Common Stock	05/03/2005		M		3,622	A	\$7.2084	11,609	D	
Common Stock	05/03/2005		M		10,000	A	\$7.2084	21,609	D	
Common Stock	05/03/2005		S		10,000	D	\$25.7909	11,609	D	
Common Stock	05/03/2005		S		10,000	D	\$25.8227	1,609	D	
Common Stock	05/04/2005		M		20,000	A	\$7.2084	21,609	D	
Common Stock	05/04/2005		S		10,000	D	\$26.2802	11,609	D	
Common Stock	05/04/2005		S		10,000	D	\$26.0343	1,609	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	\$5.6667	05/03/2005		M			276	08/01/1995 <sup>(2)</sup>	07/24/2005	Common Stock	276	\$5.6667	0 <sup>(3)</sup>	D	
Nonqualified Stock Options	\$5.4167	05/03/2005		M			6,102	08/01/1997 <sup>(4)</sup>	07/24/2007	Common Stock	6,102	\$5.4167	0 <sup>(3)</sup>	D	
Nonqualified Stock Options	\$7.2084	05/03/2005		M			13,622	03/01/1998 <sup>(5)</sup>	02/01/2008	Common Stock	13,622	\$7.2084	92,278 <sup>(3)</sup>	D	
Nonqualified Stock Options	\$7.2084	05/04/2005		M			20,000	03/01/1998 <sup>(5)</sup>	02/01/2008	Common Stock	20,000	\$7.2084	72,278 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Includes a purchase made pursuant to the Employee Stock Purchase Plan of 1,070 shares on April 1, 2005.
- The option vests in equal monthly increments over a 60 month period commencing August 1, 1995.
- As of May 5, 2005, options to purchase all shares were vested.
- The option vests in equal monthly increments over a 60 month period commencing August 1, 1997.
- The option vests in equal monthly increments over a 60 month period commencing March 1, 1998.

**Remarks:**

Richard D. Reidy

05/05/2005

\*\* 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.

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