FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* MCGREGOR SCOTT A					PR	2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA PRGS]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X below) Former Director			
(Last) (First) (Middle) 14 OAK PARK					3. Date of Earliest Transaction (Month/Day/Year) 04/24/2008													
(Street) BEDFORD MA 01730 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									ne) X For For				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						Execution Date,			Transaction Disposed Code (Instr. 5)			ties Acquired (A) d Of (D) (Instr. 3, 4			d Secu Bene	ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount (A) or (D)		A) or D)	Price	Trans	action(s) . 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾ 04/24/					/2008	2008		A		3,000 ⁽²⁾ A		(2)	21	,800(3)(4)	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. Deeme Execution if any (Month/Da	n Date,	4. Transaction Code (Instr. B)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	of Sha					

Explanation of Responses:

- 1. Represents deferred stock units that are fully vested and non-forfeitable on date of grant.
- 2. Represents deferred stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive Plan that are payable on a 1 for 1 basis exclusively in stock when reporting person ceases to provide services to the Company as a director.
- 3. Includes 3,000 deferred stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive Plan that are payable on a 1 for 1 basis exclusively in stock when reporting person ceases to provide services to the Company as a director.
- 4. The reported holdings reflect Mr. McGregor's beneficial ownership as of April 24, 2008, the date of termination of service as a Director for the Issuer.

Remarks:

04/25/2008 Scott A. McGregor

** 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.