

**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* <b>FREEDMAN JAMES</b>  (Last) (First) (Middle) <b>C/O PROGRESS SOFTWARE CORPORATION</b> <b>14 OAK PARK DRIVE</b>  (Street) <b>BEDFORD MA 01730</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PROGRESS SOFTWARE CORP /MA [ PRGS ]</b>	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) <b>SVP &amp; General Counsel</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/29/2011</b>	
	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	04/29/2011		M		271	A	\$20.54	14,200	D	
Common Stock	04/29/2011		S		271	D	\$29.68	13,929	D	
Common Stock	05/02/2011		M		100	A	\$20.54	14,029	D	
Common Stock	05/02/2011		S		100	D	\$28.99	13,929	D	
Common Stock	05/02/2011		M		375	A	\$13.01	14,304	D	
Common Stock	05/02/2011		S		375	D	\$28.91	13,929	D	
Common Stock	05/02/2011		M		298	A	\$14.67	14,227	D	
Common Stock	05/02/2011		S		298	D	\$28.91	13,929	D	
Common Stock	05/02/2011		M		300	A	\$15.93	14,229	D	
Common Stock	05/02/2011		S		300	D	\$28.91	13,929	D	
Common Stock	05/02/2011		M		375	A	\$19.96	14,304	D	
Common Stock	05/02/2011		S		375	D	\$28.91	13,929	D	
Common Stock	05/02/2011		M		2,152	A	\$20.54	16,081	D	
Common Stock	05/02/2011		S		2,152	D	\$28.91	13,929	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
Stock Option	\$20.54	04/29/2011		M			271	(1)	11/14/2012	Common Stock	271	\$0	10,979	D	
Stock Option	\$20.54	05/02/2011		M			100	(1)	11/14/2012	Common Stock	100	\$0	10,879	D	
Stock Option	\$13.01	05/02/2011		M			375	(2)	10/15/2015	Common Stock	375	\$0	7,875	D	
Stock Option	\$14.67	05/02/2011		M			298	(3)	05/11/2016	Common Stock	298	\$0	9,915	D	
Stock Option	\$15.93	05/02/2011		M			300	(4)	10/15/2016	Common Stock	300	\$0	9,900	D	
Stock Option	\$19.96	05/02/2011		M			375	(5)	04/23/2015	Common Stock	375	\$0	7,875	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	Amount or Number of Shares				
Stock Option	\$20.54	05/02/2011		M			2,152	(I)	11/14/2012	Common Stock	2,152	\$0	8,727	D	

**Explanation of Responses:**

- The option vested in 60 equal monthly increments commencing on March 1, 2005.
- Eight -sixtieths of the option vested on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2008
- Three - sixtieths of the option vested on the date of grant, thereafter the option vests in equal monthly increments over a 57 month period commencing on June 1, 2009
- Eight -sixtieths of the option vested on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2009.
- Two-sixtieths of the option vested on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2008.

**Remarks:**

James Freedman

05/03/2011

\*\* 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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