

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>BENTON DAVID H JR</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>VP and Corporate Controller</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2007</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)			
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								15,270	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 (right to buy)	\$23								(1)	02/18/2010	Common Stock	15,000		15,000	D		
Stock Option (right to buy)	\$17.424								(2)	10/09/2011	Common Stock	25,000		25,000	D		
Stock Option (right to buy)	\$13.5	03/02/2007		D			3,483	(3)	08/01/2012	Common Stock	3,483	(4)	46,517	D			
Stock Option (right to buy)	\$16.99							(5)	02/23/2013	Common Stock	25,000		25,000	D			
Stock Option (right to buy)	\$18.75							(6)	05/23/2014	Common Stock	17,500		17,500	D			
Stock Option (right to buy)	\$21.45							(7)	09/26/2014	Common Stock	17,500		17,500	D			
Stock Option (right to buy)	\$21.86							(8)	11/10/2013	Common Stock	25,000		25,000	D			
Stock Option (right to buy)	\$30.81							(9)	11/14/2012	Common Stock	14,000		14,000	D			
Stock Option (right to buy)	\$30.81							(9)	11/14/2012	Common Stock	6,000		6,000	D			
Stock Option (right to buy)	\$23.07							(10)	05/21/2013	Common Stock	10,000		10,000	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 (right to buy)	\$25.01							(10)	09/19/2013	Common Stock	10,000		10,000	D	

Explanation of Responses:

- The option was originally granted on February 18, 2000 and vested in 60 equal monthly increments in effect commencing on March 1, 2000.
- The option was originally granted on October 10, 2001 and vested in 60 equal monthly increments in effect commencing on March 1, 2001.
- The option was originally granted on August 2, 2002 and vests in 60 equal monthly increments in effect commencing on March 1, 2002.
- These securities of the reporting person were surrendered to the Issuer for cancellation as payment for the amount due to the Issuer under an Option Amendment Agreement.
- The option was originally granted on February 24, 2003 and vests in 60 equal monthly increments in effect commencing on March 1, 2003.
- The option was originally granted on May 24, 2004 and vests in 60 equal monthly increments in effect commencing on March 1, 2004.
- The option was originally granted on September 27, 2004 and vests in 60 equal monthly increments in effect commencing on March 1, 2004.
- The option vests in 60 equal monthly increments in effect commencing on March 1, 2003.
- The option vests in 60 equal monthly increments in effect commencing on March 1, 2005.
- The option vests in 60 equal monthly increments in effect commencing on March 1, 2006.

Remarks:

/s/ David H. Benton, Jr. 03/06/2007

** 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.